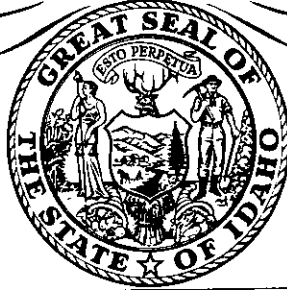


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE M. W. KELLOGG COMPANY

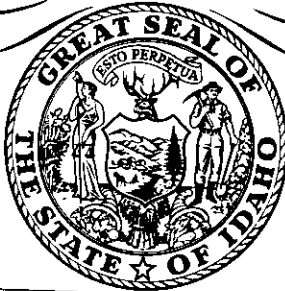
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **February**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **February** 19 **63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** 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 **First** day of **February**, A.D. 19 **63**.

Secretary of State.

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE M. W. KELLOGG COMPANY

a corporation duly organized and existing under the laws of **Delaware** 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 **First** day of **February**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **February** 19 **63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** 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 **First** day of **February**, A.D. 19 **63**.

Secretary of State.

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 18, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of "THE M. W. KELLOGG COMPANY", as received and filed in this office the sixteenth day of January, A.D. 1920, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 29, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of "THE M. W. KELLOGG COMPANY", as received and filed in this office the third day of March, A.D. 1924, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of "THE M. W. KELLOGG COMPANY", as received and filed in this office the twentieth day of October, A.D. 1938, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 15, both numbers inclusive, is a true and correct copy of Certificate of Amendment of "THE M. W. KELLOGG COMPANY", as received and filed in this office the second day of March, A.D. 1943, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of "THE M. W. KELLOGG COMPANY", as received and filed in this office the fifth day of April, A.D. 1945, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of "THE M. W. KELLOGG COMPANY", as received and filed in this office the first day of August, A.D. 1945, at 11:30 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand

and official seal at Dover this twenty-third

day of January in the year of our Lord one

thousand nine hundred and sixty-three.



Elisha C. Dukes

Secretary of State

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 18, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of "THE M. W. KELLOGG COMPANY", as received and filed in this office the sixteenth day of January, A.D. 1920, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 29, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of "THE M. W. KELLOGG COMPANY", as received and filed in this office the third day of March, A.D. 1924, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of "THE M. W. KELLOGG COMPANY", as received and filed in this office the twentieth day of October, A.D. 1938, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 15, both numbers inclusive, is a true and correct copy of Certificate of Amendment of "THE M. W. KELLOGG COMPANY", as received and filed in this office the second day of March, A.D. 1943, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of "THE M. W. KELLOGG COMPANY", as received and filed in this office the fifth day of April, A.D. 1945, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of "THE M. W. KELLOGG COMPANY", as received and filed in this office the first day of August, A.D. 1945, at 11:30 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand

and official seal at Dover this twenty-third

day of January in the year of our Lord one

thousand nine hundred and sixty-three.



Elisha C. Dukes
Secretary of State

CERTIFICATE OF INCORPORATION

-of-

THE M. W. KELLOGG COMPANY.

---oOo---

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Delaware, entitled "An Act providing a General Corporation Law" (approved March 10, 1899) and the Acts amendatory thereof and supplemental thereto, do hereby certify:

1. The name of the corporation is

THE M. W. KELLOGG COMPANY.

2. The principal office of the corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware. The name of its resident agent is the UNITED STATES CORPORATION COMPANY, whose address is No. 311 South State Street in said City.

3. The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it, are as follows, to wit:

To design, prepare, manufacture, erect, buy, sell, import, export and contract for and deal in pipes, fittings, valves, castings, shafting and all manner of machinery, implements, tools and apparatus; to erect factories, furnaces, mills, foundries, power stations and power plants,

CERTIFICATE OF INCORPORATION

-of-

THE M. W. KELLOGG COMPANY.

---oOo---

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Delaware, entitled "An Act providing a General Corporation Law" (approved March 10, 1899) and the Acts amendatory thereof and supplemental thereto, do hereby certify:

1. The name of the corporation is

THE M. W. KELLOGG COMPANY.

2. The principal office of the corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware. The name of its resident agent is the UNITED STATES CORPORATION COMPANY, whose address is No. 311 South State Street in said City.

3. The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it, are as follows, to wit:

To design, prepare, manufacture, erect, buy, sell, import, export and contract for and deal in pipes, fittings, valves, castings, shafting and all manner of machinery, implements, tools and apparatus; to erect factories, furnaces, mills, foundries, power stations and power plants,

of every description, as well as other buildings; to design and erect, and contract for the erection of, chimneys and stacks for factories, furnaces, mills, foundries, power stations and other uses;

To engage in any kind of engineering work; to construct, lease or operate any kind of factories; to enter into any kind of contracts which the company can legally enter into; to enter into any kind of contract concerning the refining or manufacture, or any process concerning the refining and manufacture, of petroleum, gasoline, kerosene or oil; to manufacture paper digesters, chemical autoclaves, oil stills and any machinery relating to the refining of oil or the preparation of any by-products of oil;

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, machinery, processes, wares and merchandise of every kind and description;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to

of every description, as well as other buildings; to design and erect, and contract for the erection of, chimneys and stacks for factories, furnaces, mills, foundries, power stations and other uses;

To engage in any kind of engineering work; to construct, lease or operate any kind of factories; to enter into any kind of contracts which the company can legally enter into; to enter into any kind of contract concerning the refining or manufacture, or any process concerning the refining and manufacture, of petroleum, gasoline, kerosene or oil; to manufacture paper digesters, chemical autoclaves, oil stills and any machinery relating to the refining of oil or the preparation of any by-products of oil;

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, machinery, processes, wares and merchandise of every kind and description;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to

make and perform agreements and contracts of every kind and description;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under

make and perform agreements and contracts of every kind and description;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under

which this corporation is organized;

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law, to aid in any manner any corporation whose stock, bonds or other obligations are held or are in any manner guaranteed by the company, or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose, and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations, and the performance of any contracts;

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies

which this corporation is organized;

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law, to aid in any manner any corporation whose stock, bonds or other obligations are held or are in any manner guaranteed by the company, or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose, and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations, and the performance of any contracts;

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies

and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred (\$100) dollars each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred (\$100) dollars each share; Five thousand, seven hundred and sixty (5,760) shares shall be no par value Class A stock and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of seven (7%) per cent. per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B

and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred (\$100) dollars each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred (\$100) dollars each share; Five thousand, seven hundred and sixty (5,760) shares shall be no par value Class A stock and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of seven (7%) per cent. per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B

stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends, as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the

stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends, as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the

holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven hundred (\$700) dollars per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven hundred (\$700) dollars per share for each share of common stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock, and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders

holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven hundred (\$700) dollars per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven hundred (\$700) dollars per share for each share of common stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock, and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders

of the issued and outstanding common stock of Seven hundred (\$700) dollars per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One hundred and five (\$105) dollars per share, plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the company may from time to time provide.

The holders of the shares of preferred stock shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the company; and each issued share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock

of the issued and outstanding common stock of Seven hundred (\$700) dollars per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One hundred and five (\$105) dollars per share, plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the company may from time to time provide.

The holders of the shares of preferred stock shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the company; and each issued share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock

shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock and in the event that the directors shall resolve at any such special or general meeting of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock,

shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock and in the event that the directors shall resolve at any such special or general meeting of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock,

whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the common stock shall also be

whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the common stock shall also be

entitled to subscribe for and to purchase pro rata any issue of no par value Class B stock, but subject, however, to the condition that the directors of the company in their discretion may sell, or agree to sell, twenty-five (25%) per cent. of the authorized shares of no par value Class B stock, whether now authorized or hereafter authorized, to any employee or employees, officer or officers of the company, on such terms and conditions as the directors in their discretion may deem best, without offering any part of such twenty-five (25%) per cent. of the authorized shares of no par value Class B stock to any holder of common stock or to any holder of the no par value Class B stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock; but when, and after, the holders of the present authorized shares of common stock, when issued, have been offered from time to time the right to subscribe for, and to purchase, an aggregate amount of Nineteen thousand, two hundred (19,200) shares of the present authorized no par value Class B stock, the holders of the shares of common stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any future issue of no par value Class B stock and any such future issue of no par value Class B stock, issued

entitled to subscribe for and to purchase pro rata any issue of no par value Class B stock, but subject, however, to the condition that the directors of the company in their discretion may sell, or agree to sell, twenty-five (25%) per cent. of the authorized shares of no par value Class B stock, whether now authorized or hereafter authorized, to any employee or employees, officer or officers of the company, on such terms and conditions as the directors in their discretion may deem best, without offering any part of such twenty-five (25%) per cent. of the authorized shares of no par value Class B stock to any holder of common stock or to any holder of the no par value Class B stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock; but when, and after, the holders of the present authorized shares of common stock, when issued, have been offered from time to time the right to subscribe for, and to purchase, an aggregate amount of Nineteen thousand, two hundred (19,200) shares of the present authorized no par value Class B stock, the holders of the shares of common stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any future issue of no par value Class B stock and any such future issue of no par value Class B stock, issued

subsequent to the offering of the said aggregate of Nineteen thousand, two hundred (19,200) shares of the no par value Class B stock for subscription and purchase by the holders of the common stock, shall be offered to the holders of the issued and outstanding shares of no par value Class B stock for subscription and purchase, pro rata, by the said holders of the issued and outstanding shares of no par value Class B stock.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven (\$7.00) dollars per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven (\$7.00) dollars per share shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven (\$7.00) dollars per share.

The holders of the shares of no par value Class A

subsequent to the offering of the said aggregate of Nineteen thousand, two hundred (19,200) shares of the no par value Class B stock for subscription and purchase by the holders of the common stock, shall be offered to the holders of the issued and outstanding shares of no par value Class B stock for subscription and purchase, pro rata, by the said holders of the issued and outstanding shares of no par value Class B stock.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven (\$7.00) dollars per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven (\$7.00) dollars per share shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven (\$7.00) dollars per share.

The holders of the shares of no par value Class A

stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven (\$7.00) dollars per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no par value Class A stock for any year, or a dividend at a less rate than Seven (\$7.00) dollars per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven (\$7.00) dollars per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Certificate of Incorporation.

stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven (\$7.00) dollars per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no par value Class A stock for any year, or a dividend at a less rate than Seven (\$7.00) dollars per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven (\$7.00) dollars per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Certificate of Incorporation.

But neither the amount of the common stock authorized by this Certificate of Incorporation, nor the amount of the no par value Class A stock authorized by this Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without an action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation,

But neither the amount of the common stock authorized by this Certificate of Incorporation, nor the amount of the no par value Class A stock authorized by this Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without an action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation,

subject, however, to the other provisions in this Certificate of Incorporation concerning the issue or sale of no par value Class A stock or of no par value Class B stock.

5. The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES OF COMMON STOCK</u>
Morris W. Kellogg	New York City, N.Y.	5
Francis E. Johnson, Jr.	Orange, New Jersey	5
Harold R. Austin	Norwalk, Connecticut	10

6. The corporation is to have perpetual existence.

7. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

8. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the By-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the By-laws.

The directors from time to time may determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the company (other than the stock ledger), or

subject, however, to the other provisions in this Certificate of Incorporation concerning the issue or sale of no par value Class A stock or of no par value Class B stock.

5. The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES OF COMMON STOCK</u>
Morris W. Kellogg	New York City, N.Y.	5
Francis E. Johnson, Jr.	Orange, New Jersey	5
Harold R. Austin	Norwalk, Connecticut	10

6. The corporation is to have perpetual existence.

7. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

8. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the By-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the By-laws.

The directors from time to time may determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the company (other than the stock ledger), or

any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the company, unless expressly so authorized by statute or by a resolution of the stockholders or the directors.

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the company, entitled to vote, which is represented in person or by proxy at such meeting (provided that a lawful quorum of stockholders entitled to vote be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest or for any other reason.

The directors shall also have power, without the assent or vote of the stockholders, to make and alter the by-laws of the corporation; to fix the times for the declaration and payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof, and from time to time to sell, assign, transfer, pledge or otherwise dispose

any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the company, unless expressly so authorized by statute or by a resolution of the stockholders or the directors.

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the company, entitled to vote, which is represented in person or by proxy at such meeting (provided that a lawful quorum of stockholders entitled to vote be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest or for any other reason.

The directors shall also have power, without the assent or vote of the stockholders, to make and alter the by-laws of the corporation; to fix the times for the declaration and payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof, and from time to time to sell, assign, transfer, pledge or otherwise dispose

of any or all of its property; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in their discretion the directors may use and apply any such surplus or accumulated profits in purchasing or acquiring the bonds or other obligations or shares of preferred capital stock or shares of common stock of the corporation, to such extent and in such manner and upon such terms as the directors shall deem expedient; any shares of such capital stock so purchased or acquired may be resold or such shares may be cancelled for the purpose of decreasing the corporation's capital stock.

In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and of any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, the 14th day of January, 1920.

In presence of:

F. Angeloch

Morris W. Kellogg (L.S.)

Francis E. Johnson, Jr. (L.S.)

Harold R. Austin (L.S.)

of any or all of its property; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in their discretion the directors may use and apply any such surplus or accumulated profits in purchasing or acquiring the bonds or other obligations or shares of preferred capital stock or shares of common stock of the corporation, to such extent and in such manner and upon such terms as the directors shall deem expedient; any shares of such capital stock so purchased or acquired may be resold or such shares may be cancelled for the purpose of decreasing the corporation's capital stock.

In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and of any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, the 14th day of January, 1920.

In presence of:

F. Angeloch

Morris W. Kellogg (L.S.)

Francis E. Johnson, Jr. (L.S.)

Harold R. Austin (L.S.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this fourteenth day of January, A. D., 1920, personally came before me, F. ANGELOCH, a Notary Public in and for the County and State aforesaid, MORRIS W. KELLOGG, FRANCIS E. JOHNSON, JR. and HAROLD R. AUSTIN, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

F. ANGELOCH
NOTARY
PUBLIC
QUEENS COUNTY

F. Angeloch
Notary Public, Queens County No. 1173
Certificate filed in New York Co.
No. 30, Reg. No. 10023
Certificate filed in King's Co.
No. 3, Reg. No. 116
Commission expires March 30, 1920

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this fourteenth day of January, A. D., 1920, personally came before me, F. ANGELOCH, a Notary Public in and for the County and State aforesaid, MORRIS W. KELLOGG, FRANCIS E. JOHNSON, JR. and HAROLD R. AUSTIN, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

F. ANGELOCH
NOTARY
PUBLIC
QUEENS COUNTY

F. Angeloch
Notary Public, Queens County No. 1173
Certificate filed in New York Co.
No. 30, Reg. No. 10023
Certificate filed in King's Co.
No. 3, Reg. No. 116
Commission expires March 30, 1920

3-3-24

B-1

CERTIFICATE OF AMENDMENT

of

THE M. W. KELLOGG COMPANY

By the vote of the stockholders of said company upon the amendment of the Charter or Certificate of Incorporation, made under the statutes of the State of Delaware in that behalf, The M. W. Kellogg Company, a corporation existing under the laws of the State of Delaware, hereby certifies as follows:

First: That it appears by the duplicate certificates of Warren D. Church and Robert N. Inglis, the Judges who were duly appointed by the meeting of the stockholders of said company duly called in accordance with the By-laws and the Laws of the State of Delaware and held on the 28th day of February, 1924, at 11 o'clock A. M., to conduct the vote of the stockholders of the company for and against the proposed amendment to the certificate of incorporation of said company, that the persons or bodies corporate holding forty-three thousand one hundred thirty-eight shares of capital stock of this company had voted in favor of the amendment.

Second: That there are issued and outstanding 5,026 shares of preferred stock, 1,920 shares of common stock, 5,760 shares of no par value Class A stock and 39,400 shares of no par value Class B stock of said company, out of a total authorized capital stock of one hundred and fifty-seven thousand seven hundred shares.

3-3-2f

B-1

CERTIFICATE OF AMENDMENT
of
THE M. W. KELLOGG COMPANY

By the vote of the stockholders of said company upon the amendment of the Charter or Certificate of Incorporation, made under the statutes of the State of Delaware in that behalf, The M. W. Kellogg Company, a corporation existing under the laws of the State of Delaware, hereby certifies as follows:

First: That it appears by the duplicate certificates of Warren D. Church and Robert N. Inglis, the Judges who were duly appointed by the meeting of the stockholders of said company duly called in accordance with the By-laws and the Laws of the State of Delaware and held on the 26th day of February, 1924, at 11 o'clock A. M., to conduct the vote of the stockholders of the company for and against the proposed amendment to the certificate of incorporation of said company, that the persons or bodies corporate holding forty-three thousand one hundred thirty-eight shares of capital stock of this company had voted in favor of the amendment.

Second: That there are issued and outstanding 5,028 shares of preferred stock, 1,920 shares of common stock, 5,760 shares of no par value Class A stock and 39,400 shares of no par value Class B stock of said company, out of a total authorized capital stock of one hundred and fifty-seven thousand seven hundred shares.

Third: That attached herewith is a true and correct copy of the said amendment to the Certificate of Incorporation of this company, as the same was adopted at the stockholders' meeting, as aforesaid.

Fourth: That also attached hereto is one of the duplicate certificates made by said Judges of the stockholders' vote, at said stockholders' meeting, for and against said amendment.

Fifth: That the holders of shares of preferred stock have no right to vote at any regular or special meeting of stockholders. That the persons or bodies corporate holding 1,903 shares of common stock, and 5,509 shares of no par value Class A stock, and 35,726 shares of no par value Class B stock of this company, then outstanding, voted at said stockholders' meeting in favor of said amendment.

IN WITNESS WHEREOF, the said The M. W. Kellogg Company hath made under its corporate seal and the hand of Morris W. Kellogg, its president, and the hand of James E. Adams, its secretary, the foregoing certificate, and the said Morris W. Kellogg, president, and James E. Adams, secretary, have hereunto respectively set their hands and caused the corporate seal of said company to be affixed this twenty sixth day of February, 1924.

Morris W. Kellogg

President

THE M. W. KELLOGG COMPANY
CORPORATE
SEAL
1920
DELAWARE

James E. Adams

Secretary

Third: That attached herewith is a true and correct copy of the said amendment to the Certificate of Incorporation of this company, as the same was adopted at the stockholders' meeting, as aforesaid.

Fourth: That also attached hereto is one of the duplicate certificates made by said Judges of the stockholders' vote, at said stockholders' meeting, for and against said amendment.

Fifth: That the holders of shares of preferred stock have no right to vote at any regular or special meeting of stockholders. That the persons or bodies corporate holding 1,903 shares of common stock, and 5,509 shares of no par value Class A stock, and 35,726 shares of no par value Class B stock of this company, then outstanding, voted at said stockholders' meeting in favor of said amendment.

IN WITNESS WHEREOF, the said The M. W. Kellogg Company hath made under its corporate seal and the hand of Morris W. Kellogg, its president, and the hand of James E. Adams, its secretary, the foregoing certificate, and the said Morris W. Kellogg, president, and James E. Adams, secretary, have hereunto respectively set their hands and caused the corporate seal of said company to be affixed this twenty sixth day of February, 1924.

Morris W. Kellogg
President

THE M. W. KELLOGG COMPANY
CORPORATE
SEAL
1920
DELAWARE

James E. Adams
Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

BE IT REMEMBERED, that on this 26th day of February, A. D., 1924, I, L. NASH, a Notary Public for the State of New York, do HEREBY CERTIFY that MORRIS W. KELLOGG, President of THE M. W. KELLOGG COMPANY, personally known to me to be such, duly executed the foregoing certificate, before me, and that the said MORRIS W. KELLOGG, president as aforesaid, duly acknowledged that the signature of the said president and the said secretary of the said company to said certificate appended, are in the genuine handwriting of the President and Secretary of the said company, respectively, and that the corporate seal to said certificate affixed is the common and corporate seal of said company, and that the same was duly affixed by the authority of the stockholders of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

L. Nash

Notary Public, Kings County No. 49
Certificate Filed in New York County No. 104
Kings County Register's No. 4043
New York County Register's No. 4081
Commission Expires March 30, 1924

L. NASH
NOTARY
PUBLIC
KINGS COUNTY, N. Y.

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

BE IT REMEMBERED, that on this 26th day of February, A. D., 1924, I, L. NASH, a Notary Public for the State of New York, do HEREBY CERTIFY that MORRIS W. KELLOGG, President of THE M. W. KELLOGG COMPANY, personally known to me to be such, duly executed the foregoing certificate, before me, and that the said MORRIS W. KELLOGG, president as aforesaid, duly acknowledged that the signature of the said president and the said secretary of the said company to said certificate appended, are in the genuine handwriting of the President and Secretary of the said company, respectively, and that the corporate seal to said certificate affixed is the common and corporate seal of said company, and that the same was duly affixed by the authority of the stockholders of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

L. Nash

Notary Public, Kings County No. 49
Certificate Filed in New York County No. 104
Kings County Register's No. 4043
New York County Register's No. 4081
Commission Expires March 30, 1924

L. NASH
NOTARY
PUBLIC
KINGS COUNTY, N. Y.

The amendment to the certificate of incorporation of THE M. W. KELLOGG COMPANY, a corporation existing under the laws of the State of Delaware, by virtue of a Certificate of Incorporation, in conformity with the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10th, 1899, and the acts amendatory thereof and supplemental thereto.

That the Charter or Certificate of Incorporation of said company be amended as follows:

Strike out all Article 4 of said Charter or Certificate of Incorporation, and insert in lieu thereof the following:

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred dollars (\$100) each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred dollars (\$100) each share ; Five thousand, seven hundred and sixty (5,760) shares shall be no par value Class A stock, and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this Company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus

The amendment to the certificate of incorporation of THE M. W. KELLOGG COMPANY, a corporation existing under the laws of the State of Delaware, by virtue of a Certificate of Incorporation, in conformity with the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10th, 1899, and the acts amendatory thereof and supplemental thereto.

That the Charter or Certificate of Incorporation of said company be amended as follows:

Strike out all Article 4 of said Charter or Certificate of Incorporation, and insert in lieu thereof the following:

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred dollars (\$100) each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred dollars (\$100) each share ; Five thousand, seven hundred and sixty (5,760) shares shall be no par value Class A stock, and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this Company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus

or net profits of the corporation, yearly dividends at the rate of seven per cent. (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Amended Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends,

or net profits of the corporation, yearly dividends at the rate of seven per cent. (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Amended Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends,

as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven Hundred dollars (\$700) per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven Hundred dollars (\$700) per share for each share of common stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock,

as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven Hundred dollars (\$700) per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven Hundred dollars (\$700) per share for each share of common stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock,

and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders of the issued and outstanding common stock of Seven Hundred dollars (\$700) per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of the no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One Hundred and Five dollars (\$105) per share, plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the Company may from time to time provide.

The holders of the shares of preferred stock shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the Company; and each issued

and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders of the issued and outstanding common stock of Seven Hundred dollars (\$700) per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of the no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One Hundred and Five dollars (\$105) per share, plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the Company may from time to time provide.

The holders of the shares of preferred stock shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the Company; and each issued

share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock, and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock, and the holders of the shares of no par value Class B stock shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock, and in the event that the directors shall resolve at any such special or general meeting of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred

share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock, and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock, and the holders of the shares of no par value Class B stock shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock, and in the event that the directors shall resolve at any such special or general meeting of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred

stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock, whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the Company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled

stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock, whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the Company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled

to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the shares of common stock, having already been given the privilege to purchase, and having purchased, 19,200 shares of the no par value Class B stock, as provided in the original certificate of incorporation of this Company, shall not be entitled, in any manner whatever, to subscribe for or to purchase, or to participate in the subscription or the purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

The directors of the Company, in their discretion, may sell or agree to sell any part up to twenty-five per cent., but not more than twenty-five per cent., of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, to any employee or employees, officer or officers of the Company, on such terms and conditions as the Directors in their discretion deem best, without offering to the holders of no par value Class B stock, whether now issued or hereafter issued; the privilege of subscribing for or purchasing any part of the shares of Class B stock which the directors

to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the shares of common stock, having already been given the privilege to purchase, and having purchased, 19,200 shares of the no par value Class B stock, as provided in the original certificate of incorporation of this Company, shall not be entitled, in any manner whatever, to subscribe for or to purchase, or to participate in the subscription or the purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

The directors of the Company, in their discretion, may sell or agree to sell any part up to twenty-five per cent., but not more than twenty-five per cent., of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, to any employee or employees, officer or officers of the Company, on such terms and conditions as the Directors in their discretion deem best, without offering to the holders of no par value Class B stock, whether now issued or hereafter issued, the privilege of subscribing for or purchasing any part of the shares of Class B stock which the directors

are hereinabove authorized to sell or agree to sell to any employee or officer of the Company. The directors of the Company are not required to sell or agree to sell any part of any issue of no par value Class B stock to any employee or officer.

The holders of the shares of no par value Class B stock issued and outstanding at the time that any new shares of no par value Class B stock are issued shall be entitled to subscribe for and purchase pro rata seventy-five per cent. of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, and shall also be entitled to subscribe for and to purchase pro rata any part of the remaining twenty-five per cent. of any issue of no par value Class B stock which the directors shall decide not to sell or agree to sell to any employee or employees, officer or officers of the Company in the exercise of the discretion hereinabove given to the directors, or to subscribe for and purchase pro rata the entire remaining twenty-five per cent. of any issue of no par value Class B stock in the event that the directors in the exercise of the discretion hereinabove given to them shall decide not to sell or agree to sell any part of the said remaining twenty-five per cent. of any issue of Class B stock to any employee or employees, officer or officers of the Company. The right of the holders of issued shares of no par value Class B stock to purchase, as hereinbefore provided, pro rata any issue of shares of no par value Class B stock, whether now authorized or

are hereinabove authorized to sell or agree to sell to any employee or officer of the Company. The directors of the Company are not required to sell or agree to sell any part of any issue of no par value Class B stock to any employee or officer.

The holders of the shares of no par value Class B stock issued and outstanding at the time that any new shares of no par value Class B stock are issued shall be entitled to subscribe for and purchase pro rata seventy-five per cent. of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, and shall also be entitled to subscribe for and to purchase pro rata any part of the remaining twenty-five per cent. of any issue of no par value Class B stock which the directors shall decide not to sell or agree to sell to any employee or employees, officer or officers of the Company in the exercise of the discretion hereinabove given to the directors, or to subscribe for and purchase pro rata the entire remaining twenty-five per cent. of any issue of no par value Class B stock in the event that the directors in the exercise of the discretion hereinabove given to them shall decide not to sell or agree to sell any part of the said remaining twenty-five per cent. of any issue of Class B stock to any employee or employees, officer or officers of the Company. The right of the holders of issued shares of no par value Class B stock to purchase, as hereinbefore provided, pro rata any issue of shares of no par value Class B stock, whether now authorized or

hereafter authorized, is also limited by, and subject to, the provisions hereafter set forth.

The holders of the issued shares of preferred stock, whether now authorized or hereafter authorized, and the holders of the issued shares of no par value Class A stock, whether now authorized or hereafter authorized, shall not be entitled in any manner whatever to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

If the directors of the Company, in their discretion, deem it advisable for the best interests of the Company to sell either at public sale or private sale any amount of shares of Class B stock, hereafter issued and now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, the directors of the Company may in their discretion sell or agree to sell, either at public or private sale, any shares of Class B stock hereafter issued, either now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, on such terms and conditions as the directors in their discretion may deem best without offering any part of any such issue of shares of Class B stock for subscription or purchase by the holders of the issued shares of Class B stock, now issued or authorized or hereafter issued or authorized.

hereafter authorized, is also limited by, and subject to, the provisions hereafter set forth.

The holders of the issued shares of preferred stock, whether now authorized or hereafter authorized, and the holders of the issued shares of no par value Class A stock, whether now authorized or hereafter authorized, shall not be entitled in any manner whatever to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

If the directors of the Company, in their discretion, deem it advisable for the best interests of the Company to sell either at public sale or private sale any amount of shares of Class B stock, hereafter issued and now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, the directors of the Company may in their discretion sell or agree to sell, either at public or private sale, any shares of Class B stock hereafter issued, either now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, on such terms and conditions as the directors in their discretion may deem best without offering any part of any such issue of shares of Class B stock for subscription or purchase by the holders of the issued shares of Class B stock, now issued or authorized or hereafter issued or authorized.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven dollars (~~\$7.00~~) per share, shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven dollars (~~\$7.00~~) per share.

The holders of the shares of no par value Class A stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (~~\$7.00~~) per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share, shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share..

The holders of the shares of no par value Class A stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no

par value Class A stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Amended Certificate of Incorporation. But neither the amount of the common stock authorized by this Amended Certificate of Incorporation, nor the amount of the no par value Class A stock authorized by this Amended Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par

par value Class A stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Amended Certificate of Incorporation. But neither the amount of the common stock authorized by this Amended Certificate of Incorporation, nor the amount of the no par value Class A stock authorized by this Amended Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par

value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without any action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation, subject, however, to the other provisions in this Amended Certificate of Incorporation concerning the issue or sale of no par value Class A stock or of no par value Class B stock.

value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without any action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation, subject, however, to the other provisions in this Amended Certificate of Incorporation concerning the issue or sale of no par value Class A stock or of no par value Class B stock.

JUDGES' CERTIFICATE

MEETING OF STOCKHOLDERS

of

THE M. W. KELLOGG COMPANY

WE, THE UNDERSIGNED, do hereby certify:

That a meeting of the stockholders of THE M. W. KELLOGG COMPANY was duly called and held at the office of the company in the City of New York, State of New York, on the 26th day of February, A. D. 1924, at 11 o'clock in the forenoon for the purpose of considering an amendment to the Certificate of Incorporation of the said company.

And that the Charter or Certificate of Incorporation of said company be amended as follows:

Strike out all the Article 4 of said Charter or Certificate of Incorporation, and insert in lieu thereof the following:

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred dollars (\$100) each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred dollars (\$100) each share; Five thousand, seven hundred

JUDGES' CERTIFICATE

MEETING OF STOCKHOLDERS

of

THE M. W. KELLOGG COMPANY

WE, THE UNDERSIGNED, do hereby certify:

That a meeting of the stockholders of THE M. W. KELLOGG COMPANY was duly called and held at the office of the company in the City of New York, State of New York, on the 26th day of February, A. D. 1924, at 11 o'clock in the forenoon for the purpose of considering an amendment to the Certificate of Incorporation of the said company.

And that the Charter or Certificate of Incorporation of said company be amended as follows:

Strike out all the Article 4 of said Charter or Certificate of Incorporation, and insert in lieu thereof the following:

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred dollars (\$100) each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred dollars (\$100) each share; Five thousand, seven hundred

and sixty (5,760) shares shall be no par value Class A stock, and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this Company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of seven per cent. (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare

and sixty (5,760) shares shall be no par value Class A stock, and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this Company will commence business is Two thousand (\$2,000) dollars.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of seven per cent. (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent. shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare

dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Amended Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends, as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven hundred dollars (\$700) per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven hundred dollars (\$700) per share for each share of common

dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however to all the provisions of this Amended Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends, as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven hundred dollars (\$700) per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven hundred dollars (\$700) per share for each share of common

stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock, and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders of the issued and outstanding common stock of Seven hundred dollars (\$700) per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of the no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One hundred and five dollars (\$105) per share plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the Company may from time to time provide.

The holders of the shares of preferred stock

stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock, and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation, the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders of the issued and outstanding common stock of Seven hundred dollars (\$700) per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of the no par value Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One hundred and five dollars (\$105) per share plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the Company may from time to time provide.

The holders of the shares of preferred stock

shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the Company; and each issued share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock, and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock, and the holders of the shares of no par value Class B stock shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock, and in the event that the directors shall resolve at any such special or general meeting

shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the Company; and each issued share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock, and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock, and the holders of the shares of no par value Class B stock shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock, and in the event that the directors shall resolve at any such special or general meeting

of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock, whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the Company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement

of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock, whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price or prices, and to such persons, firms or corporations or employees or officers of the Company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement

to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the shares of common stock, having already been given the privilege to purchase, and having purchased, 19,200 shares of the no par value Class B stock, as provided in the original certificate of incorporation of this Company, shall not be entitled, in any manner whatever, to subscribe for or to purchase, or to participate in the subscription or the purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

The directors of the Company, in their discretion, may sell or agree to sell any part up to twenty-five per cent., but not more than twenty-five per cent., of any issue of shares of no par value Class B stock, now authorized

to sell, any shares of preferred stock to any employee or officer of the company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the shares of common stock, having already been given the privilege to purchase, and having purchased, 19,200 shares of the no par value Class B stock, as provided in the original certificate of incorporation of this Company, shall not be entitled, in any manner whatever, to subscribe for or to purchase, or to participate in the subscription or the purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

The directors of the Company, in their discretion, may sell or agree to sell any part up to twenty-five per cent., but not more than twenty-five per cent., of any issue of shares of no par value Class B stock, now authorized

or hereafter authorized to be issued, to any employee or employees, officer or officers of the Company, on such terms and conditions as the Directors in their discretion deem best, without offering to the holders of no par value Class B stock, whether now issued or hereafter issued, the privilege of subscribing for or purchasing any part of the shares of Class B stock which the directors are hereinabove authorized to sell or agree to sell to any employee or officer of the Company. The directors of the Company are not required to sell or agree to sell any part of any issue of no par value Class B stock to any employee or officer.

The holders of the shares of no par value Class B stock issued and outstanding at the time that any new shares of no par value Class B stock are issued shall be entitled to subscribe for and purchase pro rata seventy-five per cent. of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, and shall also be entitled to subscribe for and to purchase pro rata any part of the remaining twenty-five per cent. of any issue of no par value Class B stock which the directors shall decide not to sell or agree to sell to any employee or employees, officer or officers of the Company in the exercise of the discretion hereinabove given to the directors, or to subscribe for and purchase pro rata the entire remaining twenty-five per cent. of any issue of no par value Class B stock in the event that the directors in the exercise of the discretion hereinabove

or hereafter authorized to be issued, to any employee or employees, officer or officers of the Company, on such terms and conditions as the Directors in their discretion deem best, without offering to the holders of no par value Class B stock, whether now issued or hereafter issued, the privilege of subscribing for or purchasing any part of the shares of Class B stock which the directors are hereinabove authorized to sell or agree to sell to any employee or officer of the Company. The directors of the Company are not required to sell or agree to sell any part of any issue of no par value Class B stock to any employee or officer.

The holders of the shares of no par value Class B stock issued and outstanding at the time that any new shares of no par value Class B stock are issued shall be entitled to subscribe for and purchase pro rata seventy-five per cent. of any issue of shares of no par value Class B stock, now authorized or hereafter authorized to be issued, and shall also be entitled to subscribe for and to purchase pro rata any part of the remaining twenty-five per cent. of any issue of no par value Class B stock which the directors shall decide not to sell or agree to sell to any employee or employees, officer or officers of the Company in the exercise of the discretion hereinabove given to the directors, or to subscribe for and purchase pro rata the entire remaining twenty-five per cent. of any issue of no par value Class B stock in the event that the directors in the exercise of the discretion hereinabove

given to them shall decide not to sell or agree to sell any part of the said remaining twenty-five per cent. of any issue of Class B stock to any employee or employees, officer or officers of the Company. The right of the holders of issued shares of no par value Class B stock to purchase, as hereinbefore provided, pro rata any issue of shares of no par value Class B stock, whether now authorized or hereafter authorized, is also limited by, and subject to, the provisions hereafter set forth.

The holders of the issued shares of preferred stock, whether now authorized or hereafter authorized, and the holders of the issued shares of no par value Class A stock, whether now authorized or hereafter authorized, shall not be entitled in any manner whatever to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

If the directors of the Company, in their discretion, deem it advisable for the best interests of the Company to sell either at public sale or private sale any amount of shares of Class B stock, hereafter issued and now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, the directors of the company may in their discretion sell or agree to sell, either at public or private sale, any shares of Class B stock hereafter issued, either now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter

given to them shall decide not to sell or agree to sell any part of the said remaining twenty-five per cent. of any issue of Class B stock to any employee or employees, officer or officers of the Company. The right of the holders of issued shares of no par value Class B stock to purchase, as hereinbefore provided, pro rata any issue of shares of no par value Class B stock, whether now authorized or hereafter authorized, is also limited by, and subject to, the provisions hereafter set forth.

The holders of the issued shares of preferred stock, whether now authorized or hereafter authorized, and the holders of the issued shares of no par value Class A stock, whether now authorized or hereafter authorized, shall not be entitled in any manner whatever to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

If the directors of the Company, in their discretion, deem it advisable for the best interests of the Company to sell either at public sale or private sale any amount of shares of Class B stock, hereafter issued and now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter authorized, the directors of the company may in their discretion sell or agree to sell, either at public or private sale, any shares of Class B stock hereafter issued, either now authorized or hereafter authorized, in connection with the sale of any issue of preferred stock of the Company, now authorized or hereafter

authorized, on such terms and conditions as the directors in their discretion may deem best without offering any part of any such issue of shares of Class B stock for subscription or purchase by the holders of the issued shares of Class B stock, now issued or authorized or hereafter issued or authorized.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

The holders of the shares of no par value Class A stock shall be entitled to receive in any year, when and

authorized, on such terms and conditions as the directors in their discretion may deem best without offering any part of any such issue of shares of Class B stock for subscription or purchase by the holders of the issued shares of Class B stock, now issued or authorized or hereafter issued or authorized.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven dollars (~~\$7.00~~) per share shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven dollars (~~\$7.00~~) per share.

The holders of the shares of no par value Class A stock shall be entitled to receive in any year, when and

as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no par value Class A stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Amended Certificate of Incorporation. But neither the amount of the common stock authorized by this Amended Certificate of Incorporation, nor the amount of the no par value Class A stock

as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no par value Class A stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Amended Certificate of Incorporation. But neither the amount of the common stock authorized by this Amended Certificate of Incorporation, nor the amount of the no par value Class A stock

authorized by this Amended Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without any action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation, subject, however, to the other provisions in this Amended Certificate of Incorporation concerning the issue or sale of no par

authorized by this Amended Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without any action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock or the authorized shares of no par value Class B stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation, subject, however, to the other provisions in this Amended Certificate of Incorporation concerning the issue or sale of no par

value Class A stock or of no par value Class B stock.

1. That the said subscribers were appointed Judges by said meeting to conduct the vote taken by ballot for and against the proposed amendments.

2. That said subscribers decided upon the qualification of voters and conducted the vote taken by ballot for and against the proposed amendment.

3. That said subscribers, when the vote was completed, did count and ascertain the number of shares voted respectively for and against said proposed amendment as follows, to wit:

FOR THE AMENDMENT

AGAINST THE AMENDMENT

One thousand, nine
hundred three (1903)
Shares of common stock

None
Shares of common stock

Five thousand, five
hundred nine (5509)
Shares of no par value
Class A stock.

None
Shares of no par value
Class A stock.

Thirty five thousand, seven
hundred twenty six (35,726)
Shares of no par value
Class B stock.

None
Shares of no par value
Class B stock.

None
Shares of preferred stock.

None
Shares of preferred stock.

And we do hereby declare that the majority of the issued stock of said corporation, preferred and common, has been voted for the proposed amendments.

value Class A stock or of no par value Class B stock.

1. That the said subscribers were appointed Judges by said meeting to conduct the vote taken by ballot for and against the proposed amendments.

2. That said subscribers decided upon the qualification of voters and conducted the vote taken by ballot for and against the proposed amendment.

3. That said subscribers, when the vote was completed, did count and ascertain the number of shares voted respectively for and against said proposed amendment as follows, to wit:

FOR THE AMENDMENT

AGAINST THE AMENDMENT

One thousand, nine
hundred three (1903)
Shares of common stock

None
Shares of common stock

Five thousand, five
hundred nine (5509)
Shares of no par value
Class A stock.

None
Shares of no par value
Class A stock.

Thirty five thousand, seven
hundred twenty six (35,726)
Shares of no par value
Class B stock.

None
Shares of no par value
Class B stock.

None
Shares of preferred stock.

None
Shares of preferred stock.

And we do hereby declare that the majority of the issued stock of said corporation, preferred and common, has been voted for the proposed amendments.

B-29

WITNESS our hands this 26th day of February,
A. D. 1924.

Warren D. Church

Robert N. Inglis
Judges.

B-29

WITNESS our hands this 26th day of February,
A. D. 1924.

Warren D. Church

Robert N. Inglis
Judges.

CERTIFICATE OF CHANGE OF LOCATION
OF PRINCIPAL OFFICE AND RESIDENT
AGENT
OF
THE M. W. KELLOGG COMPANY

At a meeting of the Board of Directors of THE M. W. KELLOGG COMPANY, a corporation organized under the Laws of the State of Delaware, duly held on the twenty-sixth day of September, 1938, it was

RESOLVED, that the location of the principal office of the corporation, and the agent therein and in charge thereof upon whom process against this corporation may be served in the State of Delaware, be changed from United States Corporation Company, 19 Dover Green, in the City of Dover, County of Kent, and that hereafter the principal office in the State of Delaware be maintained at No. 317-325 South State Street, in the City of Dover, County of Kent, and that Prentice-Hall, Inc. be and the same hereby is designated as the agent therein and in charge thereof upon whom process against the corporation may be served.

THE M. W. KELLOGG COMPANY, a corporation of Delaware, doth hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as above 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 seventh day of October, A. D. 1938.

THE M. W. KELLOGG COMPANY

By M. W. KELLOGG
President

H. B. KENDALL
Secretary

THE M. W. KELLOGG COMPANY
CORPORATE SEAL 1920
DELAWARE

CERTIFICATE OF CHANGE OF LOCATION
OF PRINCIPAL OFFICE AND RESIDENT
AGENT
OF
THE M. W. KELLOGG COMPANY

At a meeting of the Board of Directors of THE M. W. KELLOGG COMPANY, a corporation organized under the Laws of the State of Delaware, duly held on the twenty-sixth day of September, 1938, it was

RESOLVED, that the location of the principal office of the corporation, and the agent therein and in charge thereof upon whom process against this corporation may be served in the State of Delaware, be changed from United States Corporation Company, 19 Dover Green, in the City of Dover, County of Kent, and that hereafter the principal office in the State of Delaware be maintained at No. 317-325 South State Street, in the City of Dover, County of Kent, and that Prentice-Hall, Inc. be and the same hereby is designated as the agent therein and in charge thereof upon whom process against the corporation may be served.

THE M. W. KELLOGG COMPANY, a corporation of Delaware, doth hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as above 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 seventh day of October, A. D. 1938.

THE M. W. KELLOGG COMPANY

By M. W. KELLOGG
President

H. B. KENDALL
Secretary

THE M. W. KELLOGG COMPANY
CORPORATE SEAL 1920
DELAWARE

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
THE M. W. KELLOGG COMPANY

Pursuant to Section 26 of the General Corporation Law of the State of Delaware

We, the undersigned, Morris W. Kellogg, President, and Harry B. Kendall, Secretary, of THE M. W. KELLOGG COMPANY, a corporation organized and existing under the provisions of the General Corporation Law of the State of Delaware, (hereinafter called the "Corporation"), do hereby certify as follows:

FIRST. That the following amendment of the Certification of Incorporation, as heretofore amended, of the Corporation has been duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware, as amended, and also in accordance with the provisions of the Certificate of Incorporation, as heretofore amended, and the By-laws of the Corporation:

Strike out all of Article 4 of said Certificate of Incorporation, as heretofore amended, and insert in lieu thereof the following:

4. The total number of shares of capital stock which may be issued by the corporation is One hundred and fifty-seven thousand, seven hundred (157,700) shares. Of

the said shares, Fifty thousand (50,000) shares shall be preferred stock of the par value of One hundred dollars (\$100) each share; Nineteen hundred and forty (1940) shares shall be common stock of the par value of One hundred dollars (\$100) each share; Five thousand, seven hundred and sixty (5,760) shares shall be no par value Class A stock, and One hundred thousand (100,000) shares shall be no par value Class B stock.

The amount of capital with which this Company will commence business is Two thousand dollars (\$2,000).

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of seven per cent (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock shall be paid or set apart; so that if in any year dividends amounting to seven per cent shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock or the no par value Class A stock or the no par value Class B stock.

Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued quarterly instalments on the preferred stock for the current year shall

have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued quarterly instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock or on the no par value Class A stock or on the no par value Class B stock, payable then or thereafter, out of any remaining surplus or net profits, but subject however, to all the provisions of this Amended Certificate of Incorporation as to the order, amount and manner in which the common stock, the no par value Class A stock and the no par value Class B stock are entitled to receive dividends, as and when declared.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the issued and outstanding shares of preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of common stock or no par value Class A stock or no par value Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, the holders of the issued and outstanding shares of common stock shall be entitled to be paid Seven hundred dollars (\$700) per share for each share of common stock outstanding before any amount shall be paid to the holders of the no par value Class A stock or to the holders of the no par value

Class B stock; after the payment to the holders of the said preferred stock of the par value of their shares and the unpaid dividends accrued thereon, and after the payment to the holders of the said common stock of Seven hundred dollars per share for each share of common stock outstanding, the remaining assets and funds shall be divided and paid to the holders of the issued and outstanding no par value Class A stock and to the holders of the issued and outstanding no par value Class B stock and each share of the said no par value Class A stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class B stock, and each share of the said no par value Class B stock shall be entitled to receive the same proportion of the said remaining assets and funds as each share of the said no par value Class A stock.

If all the issued shares of no par value Class A stock shall be exchanged for shares of no par value Class B stock, then in the event of any such liquidation or dissolution or winding up of the corporation. the assets and funds remaining after payment in full of the par value of the issued and outstanding preferred shares and the unpaid dividends accrued thereon and the payment to the holders of the issued and outstanding common stock of Seven hundred dollars (\$700) per share for each share of common stock outstanding, shall be divided and paid pro rata to the holders of the issued and outstanding shares of the no par value

Class B stock. The preferred stock, or any part thereof, may be redeemed, or retired, at any time at One hundred and five dollars (\$105) per share plus accrued and unpaid dividends, upon such notice and on such terms and conditions as the By-laws of the Company may from time to time provide.

The holders of the shares of preferred stock shall not have any right to vote at any regular or special meeting of stockholders or otherwise; and no voting rights of any kind shall belong, or be attached, to the shares of preferred stock. The holders of the shares of common stock, of no par value Class A stock and no par value Class B stock shall have the right to vote at any regular or special meeting of the stockholders of the Company; and each issued share of common stock, of no par value Class A stock and of no par value Class B stock shall have the same and equal voting powers, so that each share of common stock, each share of no par value Class A stock, and each share of no par value Class B stock shall be entitled to one vote each at any regular or special meeting of stockholders. The holders of the shares of preferred stock, the holders of the shares of common stock, the holders of the shares of no par value Class A stock, and the holders of the shares of no par value Class B stock shall not be entitled to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of preferred stock unless the directors of the Company shall resolve at any special or general meeting of the Board of Directors to offer a part of any issue of preferred stock

for subscription and purchase by the holders of the shares of preferred stock, or the holders of the shares of common stock, or the holders of the shares of no par value Class A stock or the holders of the shares of no par value Class B stock, and in the event that the directors shall resolve at any such special or general meeting of the Board of Directors to offer a part of any issue of preferred stock, constituting a part of the present authorized preferred stock or any increase in the authorized amount of preferred stock, to either the holders of the preferred stock or to the holders of the common stock or to the holders of the no par value Class A stock or to the holders of the no par value Class B stock, then and in that event the holders of the preferred stock or the holders of the common stock or the holders of the no par value Class A stock or the holders of the no par value Class B stock, as the case may be, shall only be entitled to participate in the subscription and purchase of any such issue of preferred stock in the amount, and on the terms and conditions, fixed by the Board of Directors in a resolution of the directors passed at any such regular or special meeting of the Board of Directors. The directors, without any action by the stockholders or the holders of any class of stock, whether preferred stock, common stock, no par value Class A stock or no par value Class B stock, may sell, or agree to sell, the authorized shares of the preferred capital stock of the corporation, or any part thereof, from time to time, for such consideration and upon such terms and conditions and for such price

or prices, and to such persons, firms or corporations or employees or officers of the Company, as the Board of Directors may resolve in their discretion at any regular or special meeting of the Board of Directors, is for the best interests of the corporation; and the directors, in connection with the sale of, or the agreement to sell, any shares of preferred stock to any employee or officer of the Company, may enter into any agreement, with any such employee or officer of the Company who may purchase or agree to purchase any preferred stock, for the payment of any wage increase or bonus or salary increase or bonus to any such employee or officer which the directors in their discretion may deem best. The holders of the common stock shall be entitled to subscribe for and to purchase pro rata any issue of no par value Class A stock. The holders of the shares of preferred stock, the holders of the shares of no par value Class A stock and the holders of the shares of no par value Class B stock shall not be entitled in any manner whatever to subscribe for, or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class A stock.

The holders of the shares of common stock, having already been given the privilege to purchase, and having purchased, 19,200 shares of the no par value Class B stock, as provided in the original certificate of incorporation of this Company, shall not be entitled, in any manner whatever, to subscribe for or to purchase, or to participate in the subscription or the purchase of, any

issue of no par value Class B stock, whether now authorized or hereafter authorized.

The Board of Directors may sell or agree to sell, at such consideration as may be fixed from time to time by the stockholders, the following limited amounts of no par value Class B stock, now authorized or hereafter authorized to be issued, to any employee or employees, officer or officers of the Company, without offering to the holders of no par value Class B stock, whether now issued or hereafter issued, the privilege of subscribing for or purchasing any part of the shares of no par value Class B stock which the Board of Directors are herein authorized to sell or agree to sell to any employee or officer of the Company. The amount or number of shares of no par value Class B stock which the Board of Directors may so sell or agree to sell from time to time to employees or officers of the Company pursuant to this paragraph without first offering to the holders of no par value Class B stock may be any number up to, but shall not exceed, either (1) twenty-five per cent of the total number of shares of no par value Class B stock in any new issue of such no par value Class B stock, or (2) the number of shares computed by dividing (a) twenty-five per cent of the increase in net working capital from December 31, 1942, to the close of the fiscal year immediately preceding that in which it is proposed to make such sales to employees or officers by (b) the book value per share of no par value Class B stock issued and outstanding as of the close of the fiscal year immediately preceding

that in which it is then proposed to make such sales to employees or officers. After each occasion when there shall be a new issue of no par value Class B stock, whether or not the total number of shares so sold to employees or officers without first offering to the holders of no par value Class B stock shall have been less than the number permitted by the foregoing, then the number of shares of no par value Class B stock of any new and later issue which may be so sold by the Board of Directors to employees or officers without first offering to the holders of no par value Class B stock shall be limited in the same manner as above, but using the increase in net working capital from the close of the fiscal year immediately preceding that in which such sales to employees or officers were last made instead of the increase in net working capital from December 31, 1942. For the purposes of this Article 4 the following terms shall have the following meanings: "net working capital" shall mean the amount of the excess obtained by deducting all obligations of the Company and its subsidiaries from the quick and convertible assets of the Company and its subsidiaries; "obligations" shall mean all current and fixed liabilities including all the accounts, notes, mortgages, bonds, accrued payroll and accrued interest payable, reserves for taxes, all other reserves other than capital reserves, and all other debts or obligations of every kind and description; "quick and convertible assets" shall mean cash, notes and accounts receivable, inventory, marketable securities other than investments in subsidiaries,

and money spent by the Company on contracts in excess of billing less reserves to complete; such net working capital, liabilities, and quick and convertible assets to be determined by use of the same accounting methods and practices as were in use by the Company during the fiscal year ending December 31, 1942 and solely for the purpose of this computation and for the purposes of this Article 4 the book value of no par value Class B stock shall mean the book value computed by arbitrarily fixing the book value of preferred stock, common stock, and no par value Class A stock then issued and outstanding at \$100.00 per share. The Board of Directors of the Company is not required to sell or agree to sell any part of any issue of no par value Class B stock to any employee or officer.

The holders of the shares of no par value Class B stock issued and outstanding at the time any new shares of no par value Class B stock are issued shall be entitled to subscribe for and purchase pro rata, for such consideration as may be fixed from time to time by the stockholders in accordance with this Article 4, the entire amount of such new shares of no par value Class B stock, now authorized or hereafter authorized to be issued, which the Board of Directors shall not sell or agree to sell to the employees or officers of the Company as provided in the preceding paragraph of this Article 4.

The holders of the issued shares of preferred stock, whether now authorized or hereafter authorized, and the holders of the issued shares of no par value Class A

stock, whether now authorized or hereafter authorized, shall not be entitled in any manner whatever to subscribe for or to purchase, or to participate in the subscription or purchase of, any issue of no par value Class B stock, whether now authorized or hereafter authorized.

The holders of the shares of common stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars (\$7.00) per share per annum, and no more, before any dividends for that year on the no par value Class A stock or the no par value Class B stock shall be paid or set apart; but the dividends on the common stock shall not be cumulative, so that if no dividend shall be declared or paid on the common stock for any year, or a dividend at a less rate than Seven dollars (\$7.00) per share shall be declared or paid for any year on the common stock, no dividends shall be considered to be in arrears on the common stock, and the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the common stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

The holders of the shares of no par value Class A stock shall be entitled to receive in any year, when and as declared, from the surplus or net profits of the corporation, dividends for any such year at the rate of Seven dollars

(~~\$7.00~~) per share per annum, and no more, before any dividends for that year on the no par value Class B stock shall be paid or set apart; but the dividends on the no par value Class A stock shall not be cumulative, so that if no dividend shall be declared or paid on the no par value Class A stock for any year, or a dividend at a less rate than Seven dollars (~~\$7.00~~) per share shall be declared or paid for any year on the no par value Class A stock, no dividends shall be considered to be in arrears on the no par value Class A stock and the no par value Class B stock shall be entitled to receive in any succeeding year such dividends as may be declared by the directors in any such succeeding year after the no par value Class A stock has received for that specific year dividends at the rate of Seven dollars (\$7.00) per share.

From time to time the number of shares of preferred stock or of no par value Class B stock, or the number of shares of both the preferred stock and no par value Class B stock, may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law; and other classes of stock may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law and the other provisions of this Amended Certificate of Incorporation. But neither the amount of the common stock authorized by this Amended Certificate of Incorporation, nor the amount of the no par value Class A stock authorized by this

Amended Certificate of Incorporation, shall be increased. At any time subsequent to January 1, 1923, any holder of any share or shares of the no par value Class A stock may exchange his or her no par value Class A stock for a like number of shares of no par value Class B stock; and on any such exchange, any holder of the no par value Class A stock shall be entitled to receive one share of no par value Class B stock for each share of no par value Class A stock surrendered to the corporation and properly cancelled. When all the outstanding shares of no par value Class A stock have been exchanged for shares of no par value Class B stock, the shares of no par value Class B stock shall then be designated and described as no par value shares instead of being designated and described as no par value Class B shares.

The directors, without any action by the holders of the shares of preferred stock, of common stock, of no par value Class A stock or of no par value Class B stock may issue and may sell, or may agree to issue and sell, the authorized shares of no par value Class A stock, or any part thereof, from time to time, for such consideration and at such price or prices and upon such terms and conditions as the Board of Directors in their discretion may resolve, at any regular or special meeting of the Board of Directors, is for the best interests of the corporation, subject, however, to the other provisions in this Amended Certificate of Incorporation concerning the issue or sale of no par value Class A stock.

The consideration for which the Board of Directors may sell or agree to sell no par value Class B stock shall be fixed from time to time by the stockholders in accordance with Section 14 of the General Corporation Law of Delaware, as amended, that is, by the consent in writing of, or the vote of, the holders of record of two-thirds of the total number of shares of each class of stock then outstanding and entitled to vote in respect thereto, such vote to be given at a meeting called for that purpose in such manner as shall be prescribed by the by-laws.

The balance of the number of authorized shares of preferred stock and the balance of the number of authorized shares of no par value Class B stock which, by resolution of the Board of Directors adopted February 28, 1938, were expressly authorized to be issued but which have not heretofore been issued, may be issued pursuant to and in accordance with said resolution.

SECOND. No change will be effected in the issued shares, and the capital of the said corporation will not be reduced or changed under or by virtue of said amendment.

IN WITNESS WHEREOF, said The M. W. Kellogg Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Morris W. Kellogg, its President, and Harry B. Kendall, its Secretary, this 17th day of February, 1943.

THE M. W. KELLOGG COMPANY
CORPORATE SEAL
1920 DELAWARE

Morris W. Kellogg
Morris W. Kellogg, President

Harry B. Kendall
Harry B. Kendall, Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED, that on this 17th day of February, 1943, personally came before me, Ethel M. Wadell, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgment or proof of deeds, Morris W. Kellogg, President of The M. W. Kellogg Company, a corporation of the State of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such, and he the said Morris W. Kellogg as such President, duly executed said Certificate before me, and acknowledged the said Certificate to be his act and deed and made on behalf of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and of the Secretary of said corporation, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and this his act of sealing, executing, acknowledging and delivering the said Certificate was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

ETHEL M. WADELL
NOTARY PUBLIC
NEW YORK COUNTY

Ethel M. Wadell
NOTARY PUBLIC
New York County Clerk's No. 5
Commission expires March 30, 1943

THE M. W. KELLOGG COMPANY

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

PURSUANT TO SECTIONS 26 AND 81 OF THE
GENERAL CORPORATION LAW OF DELAWARE

We, the undersigned, President and Secretary of
THE M. W. KELLOGG COMPANY, a corporation organized and ex-
isting under and by virtue of the General Corporation Law
of the State of Delaware, hereby certify as follows:

FIRST: The Certificate of Incorporation of said
THE M. W. KELLOGG COMPANY is amended in the following
respect:

(1) Article 4 of the Certificate of Incorporation
of said corporation is amended so as to read as follows:

"4. (a) The total number of shares
which this corporation shall have authority
to issue is ten thousand shares (10,000) of
Common Stock of the par value of one hundred
dollars (\$100) each, all of one class.

(b) Each holder of Common Stock
shall be entitled to one vote in person or by
proxy for each share of Common Stock held by
such holder.

(c) The minimum amount of capital
with which this corporation will commence
business is two thousand dollars (\$2,000)."

(2) All the shares of preferred stock, common
stock, Class A stock and Class B stock issued and out-
standing at the date of the taking effect of this amend-
ment to the Certificate of Incorporation, all of which
shares are owned and held by the same holder, shall be
changed into 10,000 shares of issued and outstanding
Common Stock of the par value of \$100 each authorized
by this Certificate.

SECOND: The capital of said corporation shall not be reduced under or by reason of said amendments to its certificate of incorporation.

THIRD: Said amendments have been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote, by a written consent given in accordance with the provisions of Section 81 of the General Corporation Law of Delaware. Said amendments have been duly adopted in accordance with the provisions of Sections 26 and 81 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF we have signed this certificate and have caused the corporate seal of said corporation to be affixed hereto this 2nd day of April, 1945.

THE M. W. KELLOGG COMPANY
CORPORATE SEAL
1920 DELAWARE

M. W. KELLOGG
President

P. H. Moore
Secretary

~~(CORPORATE SEAL
OF
THE M. W. KELLOGG COMPANY)~~

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

BE IT REMEMBERED that on this 2nd day of April, 1945, personally came before me Ethel M. Wadell, a Notary Public in and for the County and State aforesaid duly authorized to take acknowledgments of deeds MORRIS W. KELLOGG,

President of THE M. W. KELLOGG COMPANY, a corporation of the State of Delaware, the corporation described in the foregoing certificate, and known to me personally to be such; and he, the said MORRIS W. KELLOGG as such President duly executed said certificate before me and acknowledged said certificate to be his act and deed and made on behalf of said corporation; and that the signatures of said President and of said Secretary of said corporation to said certificate are in the handwriting of said President and Secretary of said corporation respectively; and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Ethel M. Wadell

ETHEL M. WADELL
NOTARY PUBLIC
NEW YORK COUNTY

NOTARY PUBLIC
New York County Clerk's No. 5
Commission expires March 30, 1947

THE M. W. KELLOGG COMPANY

* * * * *

CERTIFICATE OF CHANGE OF AGENT

AND

PRINCIPAL OFFICE

* * * * *

At a meeting of the Board of Directors of THE M. W. KELLOGG COMPANY held at the office of the said corporation in the City of Jersey City, State of New Jersey, on the 28th day of May, A. D. 1945, on motion duly made and seconded, the following preamble and resolutions were adopted:

WHEREAS the principal office of this corporation in the State of Delaware is now located at No. 317-325 South State Street, City of Dover, County of Kent, and the authorized agent in charge thereof is Prentice-Hall, Inc.

NOW, THEREFORE, BE IT RESOLVED that the principal office of THE M. W. KELLOGG COMPANY in Delaware be and it hereby is changed from No. 317-325 South State Street, in the City of Dover, County of Kent, and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, Delaware, where service of process against this corporation may be made; and

BE IT FURTHER RESOLVED that the authorization of the said Prentice-Hall, Inc., as Agent aforesaid, be and the same is hereby withdrawn, and The Corporation Trust Company, a corporation of the State of Delaware, located at No. 100 West Tenth Street, Wilmington, New Castle County, Delaware, shall be and is hereby constituted and appointed the Agent of the said THE M. W. KELLOGG COMPANY in charge of its principal office in the said City of Wilmington; and

BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and are hereby authorized and instructed to transmit a copy of these resolutions, duly signed by them and sealed with the seal of the said corporation, to the Secretary of State at his office in Dover in the

State of Delaware to be there filed according
to the terms of the statutes of the State of
Delaware in such cases made and provided.

M. W. KELLOGG
President

P. H. MOORE
Secretary

THE M. W. KELLOGG COMPANY
1920 CORPORATE SEAL
DELAWARE