

State of Delaware



Office of Secretary of State

Walton H. Simpson

I, [REDACTED] Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "GEO. A. HORMEL & COMPANY", as received and filed
in this office the twenty-second day of November, A.D. 1971, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-second day
of November in the year of our Lord
one thousand nine hundred and seventy-one.

Walton H. Simpson



Secretary of State

R. H. Caldwell

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF

GEO. A. HORMEL & COMPANY

I. J. Holton and C. D. Nyberg do hereby certify:

1. That they are the duly elected president and secretary, respectively, of Geo. A. Hormel & Company, a corporation organized under the laws of the State of Delaware, and
2. That the first sentence of Article FOURTH of the Certificate of Incorporation of Geo. A. Hormel & Company has been amended to read as follows:

FOURTH: The total number of shares of authorized Capital Stock of this Corporation is 6,050,000 shares divided into two classes of the following respective amounts, to-wit: 50,000 shares of preferred stock of the par value of \$100 each and 6,000,000 shares of common stock of the par value of \$1.875 each.

3. That, for the purpose of reclassifying the outstanding shares of common stock of the par value of \$3.75 each of the corporation into shares of common stock of the par value of \$1.875 each authorized by the foregoing amendment, this Certificate of Amendment to the Certificate of Incorporation of the corporation contains the following additional provisions:

Two shares of \$1.875 par value common stock shall be deemed to be issued and outstanding immediately upon said amendment becoming effective for each share of \$3.75 par value common stock issued and outstanding immediately prior to the taking effect of said amendment. Such reclassification shall be effected as follows:

- (1) Each certificate representing shares of \$3.75 par value common stock issued and outstanding immediately prior to said amendment becoming effective shall thereafter, until surrendered for transfer or for a new certificate or certificates, represent the same number of shares stated in said certificate of \$1.875 par value common stock. Upon surrender of such certificate or certificates, this Corporation shall issue a new certificate or certificates representing the same number of shares of \$1.875 par value common stock.
 - (2) Promptly after said amendment becomes effective this Corporation shall issue to each holder of \$3.75 par value common stock immediately before said amendment became effective a certificate or certificates representing that number of shares of \$1.875 par value common stock which is equal to the number of shares of \$3.75 par value common stock which said holder held immediately before said amendment became effective.
4. That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and
 5. That the capital of the Corporation will not be reduced under or by reason of such amendment.

IN WITNESS WHEREOF, This Certificate has been made under the seal of said Geo. A. Hormel & Company and has been signed by the undersigned, I. J. Holton and C. D. Nyberg, President and Secretary, respectively, this 18th day of November, 1971.

I. J. Holton

I. J. Holton - President

C. D. Nyberg

C. D. Nyberg - Secretary

STATE OF MINNESOTA }
COUNTY OF MOWER } SS

BE IT REMEMBERED that on the 18th day of November, 1971, before me, a Notary Public, personally appeared I. J. Holton and C. D. Nyberg, to me personally known, who, being each by me duly sworn, did say that they are, respectively, the President and the Secretary of GEO. A. HORMEL & COMPANY, the corporation named in the foregoing instrument; that the seal affixed to the instrument is the corporate seal of the corporation, that the instrument was signed and sealed in behalf of the corporation by authority of its stockholders; and they acknowledged the instrument to be the free act and deed of the corporation, and that the facts stated therein are true.

Gertrude Anderson

GERTRUDE ANDERSON
Notary Public Mower County, Minn.
My Commission Expires January 9, 1976