

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

RALCORP HOLDINGS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RALCORP HOLDINGS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to RALCORP HOLDINGS, INC. to transact business in this State under the name RALCORP HOLDINGS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl B. White*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

FEB 23 10 27 AM '94
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is RALCORP HOLDINGS, INC.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Missouri
4. The date of its incorporation is January 19, 1994 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 901 Chouteau Ave., St. Louis, Missouri 63102
6. The address to which correspondence should be addressed, if different from that in item 5. Same
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
State House Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

19940223 0900 57747 3

CK #: 20171 CUST# 2136

CORP 1@ 100.00= 100.00

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File Two Copies along with a Certificate
of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not type or if attachments are included

(IDAHO - 2542 - 7/13/93)

9. The names and respective addresses of its directors and officers are:

Name	Co-Chief Executive Officer President and Director	Address
<u>R. A. Pearce</u>	<u>President and Director</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
<u>J.R. Micheletto</u>	<u>Financial Director</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
<u>R. W. Lockwood</u>	<u>Counsel and Secretary</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
<u>T. C. Oviatt</u>	<u>Executive Vice President and Treasurer</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
<u>J. G. Fitzsimmons</u>	<u>Executive Vice President and Controller</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
<u>W. P. Stiritz</u>	<u>Director</u>	<u>901 Chouteau Ave., St. Louis, Missouri 63102</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 2/16/94

RALCORP HOLDINGS, INC.

(Corporation Name)

By R. A. Pearce
R. A. Pearce Its President Vice President (please specify)

and R. W. Lockwood
R. W. Lockwood Its Secretary Assistant Secretary (please specify)

STATE OF Missouri)
) ss:

COUNTY OF City of St. Louis)

I, Julie E. Bolte, a notary public, do hereby certify that on
this 16th day of February, 19 94, personally appeared before
me R. A. Pearce, who being by me first duly sworn, declared that ☒ he
is the President of _____

RALCORP HOLDINGS, INC.

that ☒ he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.

JULIE E. BOLTE
NOTARY PUBLIC - STATE OF MISSOURI
CITY OF ST. LOUIS
MY COMMISSION EXPIRES FEB. 21, 1997

Julie E. Bolte
Notary Public

STATE OF MISSOURI



FEB 16 1994
SECRETARY OF STATE

Judith K. Moriarty
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
RALCORP HOLDINGS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 19TH DAY OF JANUARY, 1994, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF FEBRUARY, 1994.

Judith K. Moriarty
Secretary of State

