

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

McCORMICK & COMPANY, INCORPORATED

a corporation duly organized and existing under the laws of **Maryland** 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 **20th** day of **January** 1958, a properly authenticated copy of its articles of incorporation, and on the **20th** day of **January** 1958, a designation of **Maurice D. Adams** in the County of **Bingham** 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 **20th** day of **January**, A.D. 1958.

Secretary of State.

RESTATEMENT OF CHARTER
INCLUDING ALL PREVIOUS AMENDMENTS
of
McCORMICK & COMPANY, INCORPORATED

THIS IS TO CERTIFY:

That the Articles of Incorporation and all previous Amendments thereto of McCormick & Company, Incorporated, a Maryland corporation, having its principal office in the McCormick Building, corner of Light and Barre Streets, Baltimore - 2, Maryland, is hereby restated in accordance with the authority of the provisions of Article 23, Section 11(e) of the Annotated Code of Maryland, Flack's Edition, 1951, so that upon receipt of the record of the Restatement of the Charter, the Articles of Incorporation, including all previous Amendments thereto, as restated shall read as follows:

MAR 3 1954

CERTIFICATE OF INCORPORATION

of

McCORMICK & COMPANY, INCORPORATED

This is to certify that the subscribers, Willoughby M. McCormick, William Lee Bean and George M. Armor, all residents of the City of Baltimore, in the State of Maryland, and Roberdeau A. McCormick, a resident of Baltimore County, in the State of Maryland, all being of full legal age and all of whom are citizens of the State of Maryland, do hereby associate themselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

1. The name of the said corporation is
McCORMICK & COMPANY, INCORPORATED.

2. We do further certify that the purposes for which the said corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To carry on the business of chemists, wholesale druggists, chemical manufacturers, spice and drug grinders, exporters and importers, manufacturers and dealers in chemical pharmaceutical, medicinal and other preparations and chemicals and other goods, wares and merchandise of like character. To carry on the business of buying, selling, manufacturing, importing, exporting, distributing and dealing in food products of every kind and character, insecticides of every kind and character, fungicides of every kind and character, drug specialties of every kind and character, pharmaceuticals of every kind and character, glue and adhesives of every kind and character, fertilizers and soluble fertilizers of every kind and character, beverage products of every kind and character, and other goods and merchandise of like or kindred kind or character.

(b) To hold, buy, sell, lease, mortgage, convey, develop, improve and deal in real estate in the City of Baltimore, the State of Maryland, or elsewhere; to own, buy, construct, improve, lease, remodel and reconstruct warehouses and other structures and in particular to own, buy, sell, construct, reconstruct, lease, remodel and improve any warehouse or warehouses in the City of Baltimore, the State of Maryland, or elsewhere for the purpose of operating and conducting in said warehouse or warehouses any business which this corporation is authorized to carry on.

(c) To purchase, lease, or otherwise acquire the property, good-will, franchise, business and assets of every kind of any corporation, association, firm or individual carrying on any business which the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, good-will, franchise, business and assets so acquired in the stocks, bonds or other securities of the corporation or otherwise, as may be permitted by the laws of this State.

To consolidate with one or more corporations to form a new consolidated corporation, and to carry on and to conduct the business of the consolidated corporation; to merge into another corporation; to have merged into it one or more other corporations and to carry on the business of the corporation after any such merger.

(d) To acquire by purchase, subscription or otherwise and to hold for investment or to use, sell, or otherwise dispose of any stocks, bonds or other obligations of any corporation whatsoever and while the owner of such stock, bonds, or other obligations to exercise all the rights, powers and privileges of ownership thereof and to exercise all voting powers thereon, to borrow money and to issue notes and bonds and to execute mortgages, deeds of trust or other forms of contracts as security for the same and to exercise in regard to all such notes, bonds, deeds of trust and other contracts all rights, powers and privileges which natural persons may exercise.

(e) To carry on or conduct a wholesale or retail merchandise business, and to manufacture, buy, sell, dispose of and generally deal in goods, wares and merchandise of every description. To carry on the business of public or private warehousing and all business necessarily or impliedly incidental thereto; to conduct said business in all its several branches, including warehousing on cold storage or otherwise; to construct, hire, purchase, operate and maintain all or any conveyances for the transportation by land or water of any and all products, goods or manufactured articles; to issue certificates and warrants, negotiable or otherwise, to persons warehousing goods with the corporation, and to make advances or loans upon the security of such goods or otherwise; and to effect insurance on such goods; to manufacture, sell and trade in all goods usually dealt in by warehousemen; to construct, purchase, take on lease or otherwise acquire any wharf, pier, dock, works, building or buildings, including the land on which the same are erected, capable of being advantageously used in connection with the business of the corporation, and generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by warehousemen and any other business which may from time to time seem to the Directors capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's properties or rights. In general to carry on any other business in connection with the objects and purposes aforesaid whether manufacturing or otherwise, and with all the powers conferred by the laws of the State of Maryland upon corporations or joint stock companies incorporated under the laws of the State of Maryland.

(f) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country, and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) The business of the Corporation is to be carried on in the State of Maryland and is to be carried on elsewhere if the Board of Directors shall deem it advisable.

(k) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

3. We do further certify that the principal office of the said corporation will be located in the City of Baltimore, State of Maryland.

4. The total amount of the authorized capital stock of the Corporation shall be as follows:

Thirty thousand (30,000) shares of 5 per cent. preferred stock of the par value of \$100. each, making the aggregate par value of said 5 per cent. preferred stock \$3,000,000. One Hundred Thousand (100,000) shares of Common Stock, which said common stock shall be without any fixed par value.

Three Hundred Thousand (300,000) shares of common stock non-voting which said common stock non-voting shall be without any fixed par value.

Preferred Stock

Dividends. The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors, out of the surplus or net profits of the Corporation, dividends at the rate of, but not exceeding, five per cent. per annum payable semi-annually. The semi-annual dividend on the preferred stock shall be declared and paid or set apart before any dividends on the common stock shall be declared, paid or set apart; and the dividends on the preferred stock shall be cumulative so that if in any year or years dividends amounting to the full five per cent. shall not have been paid on the preferred stock, the deficiency shall be paid before any dividend shall be thereafter paid upon, declared or set apart for the common stock. The preferred stock shall under no circumstances be entitled to receive more than five per cent. per annum cumulative dividends payable semi-annually, and shall not be entitled to participate in any other additional dividends, earnings or profits, nor in any stock dividends or subscriptions to additional common stock. After the dividends on the preferred stock for all past semi-annual dividend periods shall have been paid and the dividend on the outstanding preferred stock for the then current semi-annual dividend period shall have been paid or declared, and a sum sufficient for the payment thereof set apart, thereafter dividends may be paid or set apart for the payment on the common stock.

Liquidation. In the event of any liquidation, dissolution, or winding up of the corporation (whether voluntary or involuntary), or upon any distribution of the capital thereof among the stockholders, the holders of the preferred stock shall be entitled to be paid in full and the whole par value of their shares of stock, and all dividends accumulated and unpaid thereon before any amount shall be paid to the holders of the common stock.

Redemption. The 5 per cent. preferred stock shall be redeemable at the company's option in whole or in part at \$105. per share plus accrued dividends upon the giving of thirty days' notice by mail to such stockholders of the intention of the company to make such redemption. In the case of the redemption of a part

only, the particular shares to be redeemed shall at the option of the Board of Directors be selected pro rata or by lot, or in such other manner as the Board of Directors may determine.

Purchase. The corporation shall itself also have power to purchase any of its shares of preferred stock outstanding at a price not exceeding the redemption price thereof.

Voting Power. The holders of the preferred stock shall have no voting power unless and until the corporation shall make default in the payment of four successive semi-annual installments of dividend. But on the happening of such event, the preferred stock shall then have the exclusive voting power and the common stock shall have no voting power until any and all defaults with regard to the payments of dividends are made good when the exclusive voting power shall shift from the preferred stock to the common stock; and so on from time to time. But the holders of the preferred stock shall always be entitled to receive notice of and attend all stockholders' meetings.

Certain Restrictions. Without consent of the holders of at least two-thirds of the preferred stock then outstanding, the corporation shall not (1) authorize the issuance of any stock with preference equal or superior to those of the preferred stock, or increase the amount of the preferred stock; or (2) dispose of its assets as an entirety.

Common Stock

There shall be two classes of common stock. These two classes are:

(a) One class is common stock and is in the amount of one hundred thousand (100,000) shares. This class has the sole and exclusive voting rights and powers except (1) in the contingencies hereinbefore set forth under the head "Preferred Stock", sub-paragraph "Voting Power"; and except (2) as hereinafter set forth in this paragraph granting certain limited voting rights to common stock non-voting.

(b) The other class is common stock non-voting, and is in the amount of three hundred thousand (300,000) shares of common stock non-voting. Each share of the three hundred thousand (300,000) shares of common stock non-voting shall have exactly the same rights, terms and conditions as each share of the one hundred thousand (100,000) shares of common stock, except that the three hundred thousand (300,000) shares of common stock non-voting shall have no voting rights, except the following voting rights with the common stock: (1) the right to vote on a consolidation of McCormick & Company, Incorporated, with another corporation; (2) the right to vote on a merger of McCormick & Company, Incorporated, into another corporation, and (3) the right to vote on any amendment of the Charter repealing the right of the common stock non-voting to vote on (1) the consolidation of McCormick & Company, Incorporated with another corporation and (2) the merger of McCormick & Company, Incorporated into

another corporation. The right of the common stock non-voting to vote on a consolidation of McCormick & Company, Incorporated with another corporation, and the right of the common stock non-voting to vote on a merger of McCormick & Company, Incorporated into another corporation, cannot be repealed except by (a) a majority vote of the common stock non-voting and (b) a majority vote of the common stock; a majority of the votes cast of each class at the meeting at which the vote was taken is required to effect such an amendment. The three rights granted to common stock non-voting do not include the right to vote on a merger of another corporation into McCormick & Company, Incorporated, or the right to vote on the acquisition by McCormick & Company, Incorporated of another corporation, and is not a limitation of any kind upon the sole and exclusive voting rights and powers of the common stock except in the three limitations before set forth.

Both classes of stock shall be entitled to such dividends as may be declared by the directors from time to time out of the surplus or profits of the Corporation after providing for dividends on the preferred stock.

5. No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any shares of any class, or to any security convertible into shares of stock of the Corporation, nor any right of subscription to any thereof, nor any right to subscription or purchase of any Treasury stock or unissued stock, other than such right, if any, that the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix.

6. The Corporation reserves the right from time to time to make any amendment to this Charter, including any amendments changing the amount of any of its outstanding capital stock, and the vote of the holders of a majority of the votes cast at a meeting of stockholders, duly called, at which a quorum is present, shall be sufficient to authorize the adopting of such amendment unless there is a specific condition to the contrary contained in this Charter.

7. The Corporation, by its Board of Directors, shall have power to purchase shares of the common capital stock of the Corporation at such times and prices as in the judgment of the Board of Directors may seem right and proper, provided, however, that such purchase or purchases shall be in accordance with the laws of the State of Maryland.

8. The business and affairs of the Corporation shall be managed by a Board of Directors of not less than three directors.

9. The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering, in any one or more specified respects, from time to time, before the issuance of said stock, the preferences, voting powers, restrictions and qualifications on, the fixed annual dividends on, and the time and prices of redemption of said stock.

IN TESTIMONY WHEREOF, We hereunto set our hands this 26th day of November, in the year nineteen hundred and fifteen.

Test: Lee Purcell

Willoughby M. McCormick
William Lee Bean
George M. Armor
Roberdeau A. McCormick

STATE OF MARYLAND,

CITY OF BALTIMORE, To Wit:

Before the subscriber, a Notary Public of the State of Maryland in and for the City of Baltimore, personally appeared Willoughby M. McCormick, William Lee Bean, George M. Armor and Roberdeau A. McCormick, on this 26th day of November, Nineteen Hundred and Fifteen, and did severally acknowledge the foregoing certificate to be their act.

As Witness my hand and Notarial Seal.

Lee Purcell
Notary Public

My commission expires 1st Monday in
May, 1916.

FIRST : BE IT RESOLVED that the Board of Directors of McCormick & Company, Incorporated, having its principal office in the McCormick Building, corner of Light and Barre Streets, Baltimore - 2, Maryland, at a meeting duly convened and held on the 20th day of January, 1954, approves a restatement of the Charter and all previous Amendments thereto as above set forth; and

BE IT FURTHER RESOLVED that the above restatement which is declared to be advisable by the Board of Directors be brought before the next Annual Meeting of Stockholders which meeting will be held on Wednesday, March 3rd, 1954, at 2:30 o'clock p.m., at the offices of the Corporation in the McCormick Building, corner of Light and Barre Streets, Baltimore - 2, Maryland, in order that the stockholders may take action upon the same and any other matter or business in connection with the same.

SECOND : That the Annual Meeting of Stockholders of the Corporation, duly called as provided by the By-Laws of the Corporation and as provided by law and duly warned in the manner provided by law, was held at the offices of the Corporation, McCormick Building, corner of Light and Barre Streets, Baltimore - 2, Maryland, on Wednesday, the 3rd day of March, 1954, at 2:30 o'clock p.m., and at said meeting the stockholders by more than two-thirds of all shares of stock outstanding and entitled to vote duly adopted the amendment of the Charter hereinbefore set forth.

IN WITNESS WHEREOF McCormick & Company, Incorporated, has caused these presents to be signed in its name and on its behalf by its Executive Vice-President, and its corporate seal

to be herewith attached and attested by its Secretary
on the 22nd day of March, 1954.

McGONIGLE & COMPANY, INCORPORATED

By John H. Goylark
Its Executive Vice-President

Attest :

James F. Walsh
Secretary

STATE OF MARYLAND,

CITY OF BALTIMORE, To Wit :

I HEREBY CERTIFY that on this 22nd day of March, 1954, before me the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, duly commissioned and qualified, personally appeared John N. Corlett of McCormick & Company, Incorporated, a Maryland corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared James F. Welsh, and made oath in due form of law that he was Secretary of the annual meeting of stockholders of the Corporation at which the amendments of the Charter of the Corporation set forth in said Articles of Amendment were adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

M. Jonathan Korshak
Notary Public

My Commission expires May 2, 1955.

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY THAT the within instrument is a true
copy of the RESTATEMENT OF CHARTER
 OF

MCCORMICK & COMPANY, INCORPORATED

as approved and received for record by the State Tax Commission of
Maryland, March 24, 1954 at 1:35 o'clock P. M.

AS WITNESS my hand and official seal of the said Commission
at Baltimore this 3rd day of December, 1957.

Albert W. Ward
Secretary