



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

CONAGRA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of CONAGRA, 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 CONAGRA, INC.
to transact business in this State under the name CONAGRA, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated March 16, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Heuer

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 statements:

1. The name of the corporation is ConAgra, Inc.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 5, 1975 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 100 West Tenth Street, Wilmington, Delaware 19801
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Food production, processing and distribution
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(See Attached)		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000,000</u>	<u>Common</u>	<u>\$ 5.00</u>
<u>150,000</u>	<u>Class B Pref.</u>	<u>\$ 50.00</u>
<u>250,000</u>	<u>Class C Pref.</u>	<u>\$100.00</u>
<u>1,100,000</u>	<u>Class D Pref.</u>	<u>No Par</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>22,092,585</u>	<u>Common</u>	<u>\$ 5.00</u>
<u>6,660</u>	<u>Class B Pref.</u>	<u>\$ 50.00</u>
<u>83,500</u>	<u>Class C Pref.</u>	<u>\$100.00</u>
<u>700,940</u>	<u>Class D Pref.</u>	<u>No Par</u>

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 2, 19 84.

CONAGRA, INC., a Delaware corporation

By

John Dill

Its Vice President

and

Dorothy Young

Its Assistant Secretary

STATE OF NEBRASKA)

)ss:

COUNTY OF DOUGLAS)

I, Angela J. Cotter, a notary public, do hereby certify that on this 2nd day of March, 19 84, personally appeared before me John Dill, who being by me first duly sworn, declared that he is the Vice President of ConAgra, Inc.

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

 GENERAL NOTARY - State of Nebraska
ANGELA J. COTTER
My Comm. Exp. Oct. 21, 1986

Angela J. Cotter
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Claude I. Carter	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Robert B. Daugherty	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Charles M. Harper	Director/Chief Executive Officer	1500 One Central Park Plaza Omaha, Nebraska 68102
Robert A. Krane	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
L. D. McGehee	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Gerald Rauenhorst	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
William G. Stocks	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
John W. Teets	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Frederick B. Wells	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Thomas R. Williams	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
Clayton K. Yeutter	Director	1500 One Central Park Plaza Omaha, Nebraska 68102
L. B. Thomas	Vice President - Finance, Secretary - Treasurer	1500 One Central Park Plaza Omaha, Nebraska 68102
John Dill	Vice President - Tax	1500 One Central Park Plaza Omaha, Nebraska 68102
Dorothy Young	Assistant Secretary	1500 One Central Park Plaza Omaha, Nebraska 68102

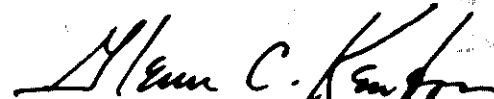
State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF CONAGRA, INC. IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 1975, AT 10 O'CLOCK A.M.

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Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10194283

DATE: 03/01/1984

720610054

Mar 16 9 07 AM '84
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

CONAGRA, INC.

The undersigned, a natural person of the age of 21 years or more, acting as an incorporator of a corporation under the General Corporation Law of the State of Delaware, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be ConAgra, Inc.

ARTICLE II

INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 100 West 10th Street, Wilmington, County of New Castle, Delaware 19801. The name of its initial registered agent at such address is The Corporation Trust Company.

ARTICLE III

PURPOSES

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, including:

(a) To manufacture, purchase, acquire, prepare, produce, own, hold, store, process, prepare for market, preserve, package, deal in, trade in, sell, distribute, mortgage, pledge and dispose of flour, feed grain, agricultural products, articles manufactured from agricultural products, and any articles, materials, ingredients, goods, wares, merchandise, products, machinery, equipment and property related or incidental thereto or useful, necessary or convenient in connection therewith.

(b) To operate factories, warehouses, elevators, and other buildings for manufacturing, buying, selling, handling, and storing flour, feed grain, agricultural products and articles manufactured from agricultural products, to conduct a public warehouse

business, and to engage in, carry on, or otherwise conduct, or employ others to conduct, general research or investigation for the development of new or improved products or by-products and the use of such products or by-products as food, and for improving the ease or efficiency of the products, operations and procedures of the Corporation or for other purposes.

(c) To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, agricultural, mercantile, manufacturing, mining or industrial enterprise, business, work, contract, undertaking, venture and operation in any part of the world and, for any such purpose, to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of the real estate, crops, livestock, plants, equipment, inventory, merchandise, materials, stock, good will, rights, franchises, concessions, patents, trademarks and trade names and other properties of the corporations, associations, partnerships, firms, trustees, syndicates, ventures, combinations, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, exchange and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs, and to take over, as a going concern and to continue in its own name, any business so acquired, all in accordance with and to the extent permitted by law.

(d) To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue, and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

(e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Delaware or any other state, country, nation or government and, while the owner of said stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(f) To pay for any property, securities, rights or interests acquired by this Corporation in cash or other property, rights or interests held by this Corporation, or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced.

(g) To carry on all or any part of its business objects or purposes as principal, factor, agent, contractor or otherwise, either alone or as a member of, or associated with any corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, joint venture or entity in any part of the world.

(h) In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever.

(i) To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of any such State, District, Territory, Colony or Country.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article shall not be in any wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Articles in these Articles of Incorporation, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be constructed both as purposes and powers; and generally, that the corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon a corporation of this character by the laws of the State of Delaware, and the enumeration of certain powers as herein specified is not intended as exclusive of or as waiver of any of the powers, rights or privileges granted or conferred by the laws of said State, now or hereinafter in force.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of said corporation shall be Thirty-two Million, Five Hundred Thousand Dollars (\$32,500,000) divided into five million (5,000,000) shares of common stock of a par value of Five Dollars (\$5) per share, and one hundred and fifty thousand (150,000) shares of Class B preferred stock of a par value of Fifty Dollars (\$50) per share.

The Class B preferred shares of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class B as determined by the Board of Directors: (a) The rate of dividend; (b) Whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (c) The amount payable upon shares in event of voluntary or involuntary liquidation; (d) Sinking fund provisions, if any, for the redemption or purchase of shares; (e) The terms and conditions, if any, on which shares may be converted.

No transfer of stock of this Corporation shall be operative until entered upon the books of the Corporation.

ARTICLE V

INDEMNIFICATION

The Corporation shall, to the extent required, and may, to the extent permitted, by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article V shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any By-Law of this corporation, agreement, vote or consent of stockholders or disinterested directors or otherwise.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence.

ARTICLE VII

POWERS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by the statutes of the State of Delaware.

(a) The affairs of this Corporation shall be conducted by a Board of Directors. The number of Directors of the Corporation, not less than three, shall be fixed from time to time by the By-Laws. The Directors are to be elected by the Stockholders, such election to take place at such time and to be conducted in such manner as shall be prescribed by the By-Laws of this Corporation.

(b) The books of the Corporation may be kept within or without the State of Delaware at such place or places as may be designated from time to time by the Board of Directors.

(c) The Board of Directors may make, alter or repeal the By-Laws of the Corporation except as otherwise provided therein.

(d) The Board of Directors may authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation, may hold meetings outside the State of Delaware, may declare and pay stock dividends, and may set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserves in the manner in which it was created.

(e) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors is hereby empowered to exercise all such powers and to 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 of incorporation 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 Board of Directors which would have been valid if such By-Laws had not been made.

ARTICLE VIII

MEETINGS OF STOCKHOLDERS

The time for holding meetings of Stockholders for the election of a Board of Directors and for holding any special meetings of the Stockholders shall be as provided for by the By-Laws adopted by the Board of Directors.

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation

in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE X

INTERESTED DIRECTORS

No contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XI

PRIVATE PROPERTY

The private property of the Stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is:

Claude I. Carter

1705 North 102nd Avenue
Omaha, Nebraska 68114

ARTICLE XIII

INITIAL BOARD OF DIRECTORS

The name and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are as follows:

Ralph T. Birdsey

%Clayton Brokerage
400 Colony Square
Suite 1130
1201 Peachtree Street
Atlanta, Georgia 30361

L.D. McGehee

1302 Hodges Avenue
Ruston, Louisiana 71270

Claude I. Carter

1705 North 102nd Street
Omaha, Nebraska 68114

Robert B. Daugherty

400 North Elmwood Road
Omaha, Nebraska 68132

James B. Cooper

Route 3
Marshalltown, Iowa 50158

Lewis H. Durland

P.O. Box 550
Terrace Hill
Ithaca, New York 14850

Roy H. Park

%Park Broadcasting, Inc.
Box 550
Terrace Hill
Ithaca, New York 14850

Charles M. Harper

6105 Lamplighter Drive
Omaha, Nebraska 68152

Dated this 2nd day of December, 1975.


Claude I. Carter, Incorporator

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC. FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 1976. AT 5 O'CLOCK A.M.

A handwritten signature of Glenn C. Kenton in dark ink.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 1019-124

DATE: 03/01/1984

720610051

January 15, 1976 9 A.M. 1171

CERTIFICATE OF RESOLUTION
ESTABLISHING SERIES OF
CLASS B PREFERRED SHARES
OF CONAGRA, INC.

Pursuant to Section 151 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation of ConAgra, Inc. provides that the Board of Directors of the corporation may establish series of Class B preferred shares, and may determine certain relative rights and preferences between different series within said Class B.

SECOND: Pursuant to said authority expressly vested in it by the provisions of the Certificate of Incorporation, the Board of Directors of ConAgra, Inc., by a resolution duly adopted as of the 15th day of December, 1975, established seven series of Class B preferred shares of the corporation. A "Statement of Resolution Establishing Series of Class B Preferred Shares of ConAgra, Inc.", attached hereto as Exhibit "A" and made a part hereof as fully as if set out herein, sets forth the resolutions as adopted by the Board of Directors in establishing the series of preferred shares and the number of shares of stock of each series.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and its Secretary this 19th day of December, 1975.

ConAgra, Inc., a Delaware Corporation

BY Claude I. Carter
Claude I. Carter, President

Attest:

BY J.W. Goodrich
J.W. Goodrich, Secretary

STATEMENT OF RESOLUTION ESTABLISHING SERIESOF CLASS B PREFERRED SHARES OFCONAGRA, INC.SERIES 1

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 37,862 shares of \$50.00 par value, 5% cumulative, non-participating, convertible, voting Preferred Stock of this Company, such stock to be known as Series 1, Class B Preferred Stock and shall be subject to the following relative rights and preferences:

1. Priority of such shares upon dissolution of the issuer shall be legally equivalent to all preferred shares of the Company issued and outstanding at the date of issuance of such Series 1, Class B Preferred Stock.
2. All or any part of such preferred stock may be called for redemption by the Company, at its option, at any time after March 1, 1974, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.
3. This preferred stock may be converted at any time after March 1, 1974, from time to time, in whole or in part, at the option of the holders, or any of them, into common stock of the Company at the rate of three

and one-third (3.1/3) shares of common stock for one (1) share of preferred stock plus accrued dividends on converted preferred to and including the date of issuance of such common stock; provided, however the Company, instead of converting any such preferred stock so tendered into common, may redeem said preferred stock at any time within ninety (90) days after tender by paying the par value thereof plus dividends accrued to the date of payment to the offering stockholder.

4. The Stockholders shall not be obligated to sell and the Company shall not be obligated to convert or redeem any of said preferred stock prior to March 1, 1974.
5. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision."

SERIES 2

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 19,928 shares of \$50.00 par value, 5% cumulative, non-participating, convertible, voting Preferred Stock of this Company, such stock to be known as Series 2, Class B Preferred Stock and shall be subject to the following relative rights and preferences:

1. Priority of such shares in respect of dissolution of the issuer and payment of dividends shall be legally equivalent to all preferred shares of the Company issued and outstanding at the date of the issuance of such Series 2, Class B Preferred shares.
2. All or any portion of this preferred stock may be called for redemption by the Company, at its option, at any time after July 30, 1976, by paying therefor in cash the par value thereof plus accrued dividends to date of payment, such sum being the redemption price. If less than all of this preferred stock is called for redemption (other than as a result of an attempted conversion thereof by the holder thereof) then the stockholders whose stock is to be so redeemed shall be selected by lot. Provided, however, that no portion of the stock of any stockholder shall be called for redemption (without his consent) unless all of this preferred stock owned by such stockholder

shall be simultaneously called for redemption, and such redemption would constitute a complete redemption of all of the stock of the Company owned by such stockholder within the meaning of Internal Revenue Code Section 302(b)(3) (or the corresponding section of the Internal Revenue Code then applicable) if such stockholder were deemed to own no common stock of the Company. At least thirty (30) days notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

3. This preferred stock may be converted at any time after July 30, 1976, from time to time, in whole or in part, at the option of the Stockholders, or any of them, into common stock of the Company at the rate of two and one-half (2½) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$20.00 of accrued dividends on converted preferred to and including the date of issuance of such common stock; provided, however, the Company, instead of converting any such preferred stock so tendered into common, may redeem said preferred stock at any time within ninety (90) days after tender by paying the par value thereof plus dividends accrued to the date of payment to the offering stockholder. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion.

4. Without the consent of the holders of a two-third majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.
5. The Stockholders shall not be obligated to sell and the Company shall not be obligated to convert or redeem any of said preferred stock prior to July 30, 1976.
6. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

SERIES 3

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 12,065 shares of \$50.00 par value, 7% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the company issued and outstanding, such stock to be known as Series 3, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. All or any portion of this preferred stock may be called for redemption by the Company, at its option, at any time after July 30, 1978, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. If less than all of this preferred stock is called for redemption (other than as a result of an attempted conversion thereof by the holder thereof), then the stockholders whose stock is to be so redeemed shall be selected by lot. Provided, however, that no portion of the stock of any stockholder shall be called for redemption, (without his consent) unless all of this preferred stock owned by such stockholder shall be simultaneously called for redemption and such redemption would constitute a complete redemption of all of the stock of the Company owned by such stockholder within the meaning of Internal Revenue Code Section 302(h) (3) (or the corresponding section of the Internal Revenue Code then applicable) if such stockholder were deemed to own no common stock of the Company. At least thirty (30) days notice prior to the redemption date, by prepaid certified

mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

2. This preferred stock may be converted at any time after July 30, 1978, from time to time, in whole or in part, at the option of the Stockholders, or any of them, into common stock of the Company at the rate of three and one-third ($3 \frac{1}{3}$) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$15.00 of accrued dividends on converted preferred stock; provided, however, the Company, instead of converting any such preferred stock so tendered into common, may redeem said preferred stock at any time within ninety (90) days after tender by paying the par value thereof plus dividends accrued to the date of payment to the offering stockholder. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion.
3. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.

4. The Stockholders shall not be obligated to sell and the Company shall not be obligated to convert or redeem any of said preferred stock prior to July 30, 1978.
5. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

SERIES 4

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 14,000 shares of \$50.00 par value, 6% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the Company issued and outstanding, such stock to be known as Series 4, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. This preferred stock may be converted at any time after issue from time to time, in whole or in part, at the option of the Stockholders, or any of them, into common stock of the Company at the rate of two and one-half (2½) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$20.00 of accrued dividends on such converted preferred stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion; provided, however, that at any time after July 1, 1978 the Company may at its option call for redemption all or any part of this preferred stock which has not theretofore been converted pursuant to the terms set forth in this paragraph, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price; provided further that at least thirty (30) days notice prior to the redemption date shall be given to the holders of record of such preferred stock addressed to the last post office address shown on the records of the Company by prepaid certified mail. On the date fixed for the redemption each holder of such preferred shares shall have the option to convert all or part of said preferred shares to common stock as hereinbefore provided or accept

redemption of said shares and shall exercise said option by prepaid, certified mail not less than twenty-five (25) days after the date of the notice of redemption. On the date fixed for redemption by said notice of redemption each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive, at his option, the payment of the redemption price or the converted common shares of stock. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, and if the stockholder has not exercised his option in writing and surrendered his certificate or certificates for his shares of said preferred stock, then no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only for the right of the holders to receive the redemption price thereof, without interest.

2. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.
3. The Stockholders shall not be obligated to sell or convert any of said preferred stock prior to July 30, 1978.
4. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

SERIES 5

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 12,000 shares of \$50.00 par value, 6% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the Company issued and outstanding, such stock to be known as Series 5, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. This preferred stock may be converted at any time after issue from time to time, in whole or in part, at the option of the stockholders, or any of them, into common stock of the Company, at the rate of two and one-half (2½) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$20.00 of accrued dividends on such converted preferred stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion; provided, however, that at any time after July 1, 1978 the Company may at its option call for redemption all of any part of this preferred stock which has not theretofore been converted pursuant to the terms set forth in this paragraph, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price; provided further that at least thirty (30) days notice prior to the redemption date shall be given to the holders of record of such preferred stock addressed to the last post office address shown on the records of the Company by prepaid certified mail. On the date fixed for redemption each holder of such preferred shares shall have the option to convert all or part of said preferred shares to common stock as hereinbefore provided or accept redemption of said shares and shall exercise said option by prepaid, certified mail not less than twenty-five (25) days after the date of the notice of redemption. On the date fixed for redemption by said notice of redemption each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive, at his option, the payment of the redemption price or the converted common shares of stock. If notice of redemption is duly given and if

funds for the redemption have been set aside prior to the redemption date, and if the stockholder has not exercised his option in writing and surrendered his certificate or certificates for his shares of said preferred stock, then no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only for the right of the holders to receive the redemption price thereof, without interest.

2. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.
3. The Stockholders shall not be obligated to sell or convert any of said preferred stock prior to July 30, 1978.
4. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision."

SERIES 6

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 5,500 shares of \$50.00 par value, 6% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the Company issued and outstanding, such stock to be known as Series 6, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. This preferred stock may be converted at any time after issue from time to time, in whole or in part, at the option of the Stockholders, or any of them

into common stock of the Company at the ratio of two (2) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$25.00 of accrued dividends on such converted preferred stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares or shall declare any stock splits or stock dividends, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion; provided, however, that at any time after August 1, 1979 the Company may at its option call for redemption all or any part of this preferred stock which has not theretofore been converted pursuant to the terms set forth in this paragraph, by paying therefore in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price; provided further that at least thirty (30) days notice prior to the redemption date shall be given to the holders of record of such preferred stock addressed to the last post office address on the records of the Company by prepaid certified mail. On the date fixed for redemption each holder of such preferred shares shall have the option to convert all or part of said preferred shares to common stock as hereinbefore provided or accept redemption of said shares and shall exercise said option by prepaid certified mail not less than twenty-five (25) days after the date of the notice of redemption. On the date fixed for redemption by said notice of redemption each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive, at his option, the payment of the redemption price or the converted common shares of stock. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, and if the stockholder has not exercised his option in writing and surrendered his certificate or certificates for his shares of said preferred stock, then no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only for the right of the holders to receive the redemption price thereof, without interest.

2. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either

in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.

3. The Stockholders shall not be obligated to sell or convert any of said preferred stock prior to August 1, 1979.
4. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

SERIES 7

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 44,400 shares of \$50.00 par value, 7% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the Company issued and outstanding, such stock to be known as Series 7, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. The total Series 7 preferred stock may be converted after issue pursuant to the following schedule, at the option of the Stockholders, or any of them into common stock of the Company at the rate of two (2) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$25.00 of accrued dividends on such converted preferred stock, or at tendering shareholders options such shares may be surrendered for redemption in cash at par plus accrued dividends.

<u>Year</u>	<u>Annual</u>	<u>Cumulative Total</u>
<u>After 6/18/73</u>		
7th Year	11,100	11,100
8th Year	8,880	19,980
9th Year	8,880	28,860
10th Year	8,880	37,740
11th Year	6,660	44,400

The number of shares tendered by each of the Stockholders during any annual period shall be in such proportion as agreed upon among the Stockholders; provided that in the absence of written notification to the Company to the contrary, signed by all of the Stockholders, the shares tendered by any one of the Stockholders during any annual period shall not exceed one-fourth of the annual conversion privilege for that year as provided above, plus one-fourth of the then remaining cumulative total from prior years.

In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares or shall declare any stock splits or stock dividends, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion; provided, however, that at any time after July 1, 1984, the Company may at its option call for redemption all or any part of this preferred stock which has not theretofore been converted pursuant to the terms set forth in this paragraph, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price; provided further, that at least thirty (30) days notice prior to the redemption date shall be given to the holders of record of such preferred stock addressed to the last post office address shown on the records of the Company. On the date fixed for redemption by said notice of redemption each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive the payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, and if the stockholder has not surrendered his certificate or certificates for his shares of said preferred stock, then no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only for the right of the holders to receive the redemption price thereof, without interest.

2. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue

(and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.

3. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1976. AT TWELVE O'CLOCK A.M.

MAY 16 9 51 AM '76


Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10194211

DATE: 03/11/1984

210460 0701

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

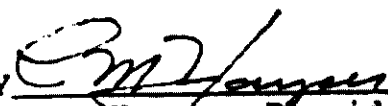
FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At a special meeting of stockholders of the company, held on May 24, 1976, an amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and its Secretary this 24th day of May, 1976.

CONAGRA, INC., A Delaware Corporation

By


C.M. Harper, President

Attest:

By


J.W. Goodrich, Secretary

EXHIBIT "A"

ARTICLE XIV

Additional Voting Rights

"A. Except as otherwise expressly provided in Paragraph B of this Article XIV:

(i) any merger or consolidation of the Corporation with or into any other corporation;

(ii) any sale, lease, exchange, or other disposition of all or any substantial part of the assets of the Corporation to or with any other corporation, person or other entity; or

(iii) the issuance or transfer of any securities of the Corporation to any other corporation, person or other entity in exchange for assets, securities or cash or a combination thereof;

shall require the affirmative vote of the holders of

(a) at least 75% of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, and

(b) at least a majority of the outstanding shares of capital stock of the Corporation which are not beneficially owned by such corporation, person or other entity,

if, as of the record date for the determination of stockholders entitled to notice thereof and to vote on any transaction described in clauses (i), (ii), or (iii) above, such other corporation, person or entity is the beneficial owner, directly or indirectly, of 5% or more of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that some lesser percentage may be specified, by law or in any agreement with any national securities exchange.

B. The provisions of this Article XIV shall not apply to any transaction described in clauses (i), (ii) or (iii) of Paragraph A of this Article, (i) with another corporation if a majority, by vote, of the outstanding shares of all classes of capital stock of such other corporation entitled to vote generally in the election

of directors, considered for this purpose as one class, is owned of record or beneficially by the Corporation and/or its subsidiaries; (ii) with another corporation, person or other entity if the Board of Directors of the Corporation shall by resolution have approved a memorandum of understanding or form of contract with such other corporation, person or entity with respect to and substantially consistent with such other transaction prior to the time such other corporation, person or other entity became the beneficial owner, directly or indirectly, of 5% or more of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors; or (iii) approved by resolution adopted by a vote of three-quarters of the entire Board of Directors of the Corporation at any time prior to the consummation of any such transaction described in clauses (i), (ii) or (iii) of Paragraph A of this Article.

C. For the purposes of this Article, XIV, a corporation, person or other entity shall be deemed to be the beneficial owner of any shares of capital stock of the Corporation (i) which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (ii) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (i) above), by any other corporation, person or other entity (a) with which it or its "affiliate" or "associate" (as defined below) has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of capital stock of the Corporation or (b) which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as amended.

D. This Article XIV may not be amended or rescinded except by the affirmative vote of the holders of at least 75% of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors."

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 1977, AT 9 O'CLOCK A.M.

FILED IN THE OFFICE OF THE SECRETARY OF STATE

APR 18 9 41 AM '77
STATE OF DELAWARE

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 0039429

DATE: 03-31-1984

72-620-05

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
CONAGRA, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

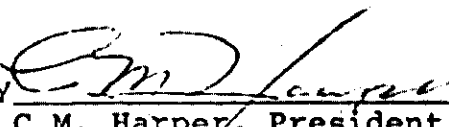
FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At a special meeting of the stockholders of the company, held on April 12, 1977, an amendment to Article IV of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and made a part hereof.

SECOND: At a special meeting of the stockholders of the company, held on April 12, 1977, an amendment to Article VII, Paragraph (a) of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "B" attached hereto and made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and its Secretary this 13th day of April, 1977.

ConAgra, Inc., A Delaware Corporation

By 
C.M. Harper, President

Attest:

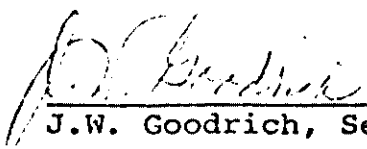

J.W. Goodrich, Secretary

EXHIBIT A

ARTICLE IVAUTHORIZED SHARES

The capital stock of said corporation shall be Eighty-Two Million Five Hundred Thousand Dollars (\$82,500,000) divided into ten million (10,000,000) shares of common stock of a par value of Five Dollars (\$5.00) per share, one hundred fifty thousand (150,000) shares of Class B Preferred Stock of a par value of Fifty Dollars (\$50.00) per share, and two hundred fifty thousand (250,000) shares of Class C Preferred Stock of a par value of One Hundred Dollars (\$100.00) per share.

The Class B Preferred Shares of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class B as determined by the Board of Directors: (a) The rate of dividend; (b) Whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (c) The amount payable upon shares in event of voluntary or involuntary liquidation; (d) Sinking fund provisions, if any, for the redemption or purchase of shares; (e) The terms and conditions, if any, on which shares may be converted.

The Class C Preferred Shares of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The shares of this Class shall not have any priority over Class B Preferred Stock as to payment of dividends or as to distribution of assets upon liquidation, distribution or winding up of the corporation. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class C as determined by the Board of Directors: (a) Whether such shares shall be granted voting rights and, if so, to what extent, and upon what terms and conditions; (b) The rates and times at which, and the terms and conditions on which, dividends on such shares shall be paid and any dividend rights of cumulation; (c) Whether such shares shall be granted conversion rights, and, if so, upon what terms and conditions; (d) Whether the corporation shall have the right to redeem such shares and, if so, upon what terms and conditions;

2

(e) The liquidation rights (if any) of such shares, including whether such shares shall enjoy any liquidation preference over the common stock; and (f) Such other designations, preferences, relative rights and limitations (if any) attaching to such shares.

No transfer of stock of this corporation shall be operative until entered upon the books of the corporation.

ARTICLE VII, PARAGRAPH (a)

The affairs of this Corporation shall be conducted by a Board of Directors. The number of directors of the Corporation, not less than seven nor more than twelve, shall be fixed from time to time by the By-Laws. Commencing with the annual election of directors by the stockholders of the Corporation in 1977, the directors of the Corporation shall be divided into three classes: Class I, Class II and Class III, each such class, as nearly as possible, to have the same number of directors. The term of office of the initial Class I directors shall expire at the annual election of directors by the stockholders of the corporation in 1978, the term of office of the initial Class II directors shall expire at the annual election of directors by the stockholders of the corporation in 1979, and the term of office of the initial Class III directors shall expire at the annual election of directors by the stockholders of the corporation in 1980, or in each case thereafter when their respective successors are elected by the stockholders and qualify. At each annual election of directors by the stockholders of the corporation held after 1977, the directors chosen to succeed those whose terms are then expired shall be identified as being of the same class as the directors they succeed and shall be elected by the stockholders of the corporation for a term expiring at the third succeeding annual election of directors, or thereafter when their respective successors in each case are elected by the stockholders and qualify.

The provisions set forth in Article VII(a) may not be repealed or amended in any respect unless such repeal or amendment is approved by (i) the affirmative vote of the holders of not less than 30% of the total voting power of all outstanding shares of stock of this corporation, or (ii) the affirmative vote of not less than 75% of the members of the Board of Directors of this Corporation and the affirmative vote of the holders of a majority of the total voting power of all outstanding shares of stock of this Corporation.

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1977, AT 9 O'CLOCK A.M.

WITNESSED MY HAND AND SEAL OF OFFICE

FILED
SEP 15 3 01 PM '77
HARRISBURG, PA.

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

DATE:

720610057

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At the annual meeting of stockholders of the company held on September 20, 1977, an amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate of Amendment to be signed by its President and Secretary this 20th day of September, 1977.

ConAgra, Inc., A Delaware Corporation

By 

C.M. Harper, President

Attest:

By 

J.W. Goodrich, Secretary

EXHIBIT A

ARTICLE XV

CERTAIN BUSINESS COMBINATIONS

1. The affirmative vote or consent of the holders of ninety-five percent (95%) of all shares of stock of the Corporation entitled to vote in elections of directors, considered for the purposes of this Article XV as one class, shall be required for the adoption or authorization of a business combination (as hereinafter defined) with any other entity (as hereinafter defined) if, as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto, such other entity is the beneficial owner, directly or indirectly, of more than thirty percent (30%) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors considered for the purposes of this Article XV as one class; provided that such ninety-five percent (95%) voting requirement shall not be applicable if:

(a) The cash, or fair market value of other consideration, to be received per share by common stockholders of the Corporation in such business combination bears the same or a greater percentage relationship to the market price of the Corporation's Common Stock immediately prior to the announcement of such business combination as the highest per share price (including brokerage commissions and/or soliciting dealers fees) which such other entity has theretofore paid for any of the shares of the Corporation's Common Stock already owned by it bears to the market price of the Common Stock of the Corporation immediately prior to the commencement of acquisition of the Corporation's Common Stock by such other entity;

(b) The cash, or fair market value of other consideration, to be received per share by common stockholders of the Corporation in such business combination (i) is not less than the highest per share price (including brokerage commissions and/or soliciting dealers' fees) paid by such other entity in acquiring any of its holdings of the Corporation's Common Stock, and (ii) is not less than the earnings per share of Common Stock of the Corporation for the four full consecutive fiscal quarters immediately preceding the record date for solicitation of votes on such business combination, multiplied by the then price-earnings multiple (if any) of such other entity as customarily computed and reported in the financial community;

(c) After such other entity has acquired a thirty percent (30%) interest and prior to the consummation of such business combination: (i) such other entity shall have taken steps to ensure that the

Corporation's Board of Directors included at all times representation by continuing director(s) (as hereinafter defined) proportionate to the stockholdings of the Corporation's public common stockholders not affiliated with such other entity (with a continuing director to occupy any resulting fractional board position); (ii) there shall have been no reduction in the rate of dividends payable on the Corporation's Common Stock except as necessary to insure that a quarterly dividend payment does not exceed 15% of the net income of the Corporation for the four full consecutive fiscal quarters immediately preceding the declaration date of such dividend, or except as may have been approved by a unanimous vote of the directors; (iii) such other entity shall not have acquired any newly issued shares of stock, directly or indirectly, from the Corporation (except upon conversion of convertible securities acquired by it prior to obtaining a thirty percent (30%) interest or as a result of a pro rata stock dividend or stock split); and (iv) such other entity shall not have acquired any additional shares of the Corporation's outstanding Common Stock or securities convertible into Common Stock except as a part of the transaction which results in such other entity acquiring its thirty percent (30%) interest;

(d) Such other entity shall not have (i) received the benefit, directly or indirectly (except proportionately as a stockholder) of any loans, advances, guarantees, pledges or other financial assistance or tax credits provided by the Corporation, or (ii) made any major change in the Corporation's business or equity capital structure without the unanimous approval of the directors, in either case prior to the consummation of such business combination; and

(e) A proxy statement responsive to the requirements of the Securities Exchange Act of 1934 shall be mailed to public stockholders of the Corporation for the purpose of soliciting stockholder approval of such business combination and shall contain at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the business combination which the continuing directors, or any of them, may choose to state and, if deemed advisable by a majority of the continuing directors, an opinion of a reputable investment banking firm as to the fairness (or not) of the terms of such business combination, from the point of view of the remaining public stockholders of the Corporation (such investment banking firm to be selected by a majority of the continuing directors and to be paid a reasonable fee for their services by the Corporation upon receipt of such opinion).

The provisions of this Article XV shall also apply to a business combination with any other entity which at any time has been the beneficial owner, directly or indirectly, of more than thirty

percent (30%) of the outstanding shares of stock of the Corporation entitled to vote in elections of directors considered for the purposes of this Article XV as one class, notwithstanding the fact that such other entity has reduced its shareholdings below thirty percent (30%) if, as of the record date for the determination of stockholders entitled to notice of and to vote on or consent to the business combination, such other entity is an "affiliate" of the Corporation (as hereinafter defined).

2. As used in this Article XV, (a) the term "other entity" shall include any corporation, person or other entity and any other entity with which it or its "affiliate" or "associate" (as defined below) has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of stock of the Corporation, or which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect on January 1, 1975, together with the successors and assigns of such persons in any transaction or series of transactions not involving a public offering of the Corporation's stock within the meaning of the Securities Act of 1933; (b) another entity shall be deemed to be the beneficial owner of any shares of stock of the Corporation which the other entity (as defined above) has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise; (c) the outstanding shares of any class of stock of the Corporation shall include shares deemed owned through application of clause (b) above but shall not include any other shares which may be issuable pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise; (d) the term "business combination" shall include any merger or consolidation of the Corporation with or into any other corporation, or the sale or lease of all or any substantial part of the assets of the Corporation to, or any sale or lease to the Corporation or any subsidiary thereof in exchange for securities of the Corporation of any assets (except assets having an aggregate fair market value of less than \$5 million) of any other entity; (e) the term "continuing director" shall mean a person who was a member of the Board of Directors of the Corporation elected by the public stockholders prior to the time that such other entity acquired in excess of ten percent (10%) of the stock of the Corporation entitled to vote in the election of directors, or a person recommended to succeed a continuing director by a majority of continuing directors; and (f) for the purposes of subparagraphs 1(a) and (b) of this Article XV the term "other consideration to be received" shall mean Common Stock of the Corporation retained by its existing public stockholders in the event of a business combination with such other entity in which the Corporation is the surviving corporation.

3. A majority of the continuing directors shall have the power and duty to determine for the purposes of this Article XV on the basis of information known to them whether (a) such other entity beneficially owns more than thirty percent (30%) of the outstanding shares of stock of the Corporation entitled to vote in election of directors, (b) an other entity is an "affiliate" or "associate" (as defined above) of another, (c) an other entity has an agreement, arrangement or understanding with another, or (d) the assets being acquired by the Corporation, or any subsidiary thereof, have an aggregate fair market value of less than \$5,000,000.

4. No amendment to the Certificate of Incorporation of the Corporation shall amend, alter, change or repeal any of the provisions of this Article XV unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote or consent of the holders of ninety-five percent (95%) of all shares of stock of the Corporation entitled to vote in election of directors, considered for the purposes of this Article XV as one class; provided that this paragraph 4 shall not apply to, and such ninety-five percent (95%) vote or consent shall not be required for, any amendment, alteration, change or repeal recommended to the stockholders by a vote of eighty percent (80%) of the Board of Directors of the Corporation present at a regularly and validly convened meeting of directors at corporate headquarters, if at least eighty percent (80%) of the full Board of Directors are persons who would be eligible to serve as "continuing directors" within the meaning of paragraph 2 of this Article XV.

5. Nothing contained in this Article XV shall be construed to relieve any other entity from any fiduciary obligation imposed by law.

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONABRAV INC. FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, 1964 AT 9 O'CLOCK A.M.

MAR 16 9 04 AM '64

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10354227

DATE: MARCH 1964

720610657

STATEMENT OF RESOLUTION ESTABLISHING SERIES
OF CLASS C PREFERRED SHARES OF
CONAGRA, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the issuance of 22,500 shares of Series 1, Class C Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 22,500 shares of \$100 par value, 6% Cumulative, Non-Participating, Convertible, Voting Preferred Stock of this Company, said shares to be known as Series 1, Class C Preferred Stock and shall be subject to the following relative rights and preferences:

- (i) The Series 1, Class C, Preferred Stock shall not have any priority over any shares of preferred stock, Class B, as to payment of dividends or as to the distribution of assets upon liquidation, distribution, or winding up of the Company.
- (ii) Priority of such shares upon dissolution of the issuer shall be legally equivalent to all other preferred shares of the Company issued and outstanding at the date of issuance of such Series 1, Class C Preferred Stock.
- (iii) The holders of this preferred stock shall be entitled to receive dividends thereon not less frequently than quarterly.
- (iv) All or any part of such preferred stock may be called for redemption by the Company, at its option, at any time after two (2) years from its date of issue, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's certificate or certificates at the

place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

- (v) All or any part of such preferred stock may be tendered by the holders thereof, at their option, at any time after five (5) years from its date of issue, for redemption by the Company and upon such tender in the manner provided herein, the Company shall pay such holder or holders the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. Upon receipt of notice by such holder, the Company shall give such holder notice of the redemption date, by prepaid certified mail, addressed to the last post office address shown on the records of the Company, which redemption date shall be within thirty (30) days after mailing such notice. On the date fixed for redemption, and stated in such notice, such holder of preferred shares shall surrender such holder's certificate or certificates to the Company and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so tendered for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.
- (vi) Such preferred stock may be converted at any time after ten (10) years from its date of issue at the option of the holders, or any of them, into common stock of the Company at the rate of four and forty-four hundredths (4.44) shares of common stock for one (1) share of preferred stock (rounded down to the nearest whole share) plus cash for accrued dividends on converted preferred to and including the date of issuance of such common stock. In case the Company shall be recapitalized through the

subdivision or combination of its outstanding common stock into a greater or smaller number of shares (excepting, however, stock dividends) then in each such case the conversion ratio in effect shall be reduced or increased in the same proportion, provided, however, that at any time after ten (10) from its date of issue the Company may call for redemption all or any part of this preferred stock which has not theretofore been converted in the same manner as set forth above; provided, however, any election to convert such preferred stock into common stock of the Company shall be deemed to be an election by such holder to convert all preferred shares owned by such holder to common stock of the Company and, in no event, shall any such conversion result in a holder holding both preferred and common stock of the Company.

- (vii) Without the written consent of the holders of a two-thirds (2/3) majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not hereafter issue any shares of any other series of this Class C Preferred Stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.
- (viii) Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision."

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Statement of Resolution to be signed by its President and its Secretary this 24th day of May, 1978.

ConAgra, Inc., a Delaware corporation

By 
C. M. Harper, President

ATTEST:

By 
J. W. Goodrich, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF CONCORD, INC. FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1955 AT 12 O'CLOCK A.M.

RECEIVED
SEP 15 5 07 AM '55
H.D. HAYES

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 1018426

DATE: 10/31/1966

720610052

CERTIFICATE OF CORRECTION TO
STATEMENT OF RESOLUTION ESTABLISHING SERIES
OF CLASS C PREFERRED SHARES OF CONAGRA, INC.

Pursuant to Section 103(f) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized under the laws of the State of Delaware, does hereby file this Certificate of Correction to Statement of Resolution Establishing Series of Class C Preferred Shares of ConAgra, Inc. Said Statement of Resolution was originally filed with the Secretary of State of the State of Delaware on May 26, 1978, and contained an inaccurate and incomplete statement of the resolution adopted by the Board of Directors of ConAgra, Inc. Because of the significant differences in the language of the resolution contained in said Statement of Resolution and that actually adopted, the resolution is herein restated in its entirety. ConAgra, Inc. does hereby certify that the following resolution providing for the issuance of 22,500 shares of Series 1, Class C Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 22,500 shares of \$100 par value, 6% Cumulative, Non-Participating, Convertible, Voting Preferred Stock of this Company, said shares to be known as Series 1, Class C Preferred Stock and shall be subject to the following relative rights and preferences:

- (i) The Series 1, Class C, Preferred Stock shall not have any priority over any shares of preferred stock, Class B, as to payment of dividends or as to the distribution of assets upon liquidation, distribution, or winding up of the Company.
- (ii) Priority of such shares upon dissolution of the issuer shall be legally equivalent to all other preferred shares of the Company issued and outstanding at the date of issuance of such Series 1, Class C Preferred Stock.
- (iii) The dividends upon the preferred stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of six per centum (6%) of the par value thereof per share, per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend

upon the preferred stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

- (iv) The holders of the Series 1, Class C Preferred Stock shall be entitled to receive dividends thereon not less frequently than quarterly.
- (v) All or any part of such preferred stock may be called for redemption by the Company, at its option, at any time after ten (10) years from its date of issue, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.
- (vi) All or any part of such preferred stock may be tendered by the holders thereof, at their option, at any time after five (5) years from its date of issue for redemption by the Company and upon such tender in the manner provided herein, the Company shall pay such holder or holders the par value thereof, plus accrued dividends to the date of payment, such sum being the redemption price. Upon receipt of notice by such holder, the Company shall give such holder notice of the redemption

date, by prepaid certified mail, addressed to the last post office address shown on the records of the Company, which redemption date shall be within thirty (30) days after receiving such notice. On the date fixed for redemption, and stated in such notice, such holder of preferred stock shall surrender such holder's certificate or certificates to the Company and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so tendered for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

- (vii) Such preferred stock may be converted at any time after two (2) years from its date of issue, at the option of the holders, or any of them, into common stock of the Company at the rate of four and forty-four hundredths (4.44) shares of common stock for one (1) share of preferred stock (rounded down to the nearest whole share) plus cash for accrued dividends on converted preferred to and including the date of issuance of such common stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares or shall issue any stock dividends or warrants generally to its stockholders, then in each such case, the conversion ratio in effect shall be reduced or increased in the same proportion; provided, however, that at any time after ten (10) years from its date of issue, the Company may call for redemption all or any part of this preferred stock which has not theretofore been converted pursuant to the terms set forth in this paragraph, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price, provided, further, that at least thirty (30) days notice prior to the redemption date shall be given to the holders of record of such preferred stock addressed to the last post office address shown on the records of the Company by prepaid certified mail. On the date fixed

for the redemption each holder of such preferred shares shall have the option to convert said preferred shares to common stock as hereinbefore provided or accept redemption of said shares and shall exercise said option by prepaid, certified mail not less than twenty-five (25) days after the date of the notice of redemption. On the date fixed for redemption by said notice of redemption each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive, at his option, the payment of the redemption price or the converted common shares of stock. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, and if the stockholder has not exercised his option in writing to convert his preferred stock into common and surrendered his certificate or certificates for his shares of said preferred stock, then no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only for the right of the holders to receive the redemption price thereof, without interest. Any election to convert such preferred stock into common stock of the Company pursuant to the terms set forth in this paragraph shall be deemed to be an election by such holder to convert all preferred shares owned by such holder to common stock of the Company, and, in no event, shall any such conversion result in a holder holding both preferred and common stock of the Company.

(viii) Without the written consent of the holders of a two-thirds (2/3) majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not hereafter issue any shares of any other series of preferred stock having priority over this series of preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.

(ix) In the event of any liquidation, dissolution

or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the Company shall be distributed among or paid over to the holders of the common stock, to be paid the par value thereof, together with a sum of money equivalent to dividends at the rate of six per centum (6%) per annum on the par value thereof from the date of issue to the date of payment thereof, less the amount of dividends theretofore paid thereon and to no more. If, upon such liquidation, dissolution or winding up, the assets of the Company distributable as aforesaid among the holders of preferred stock shall be insufficient to permit payment to them of said amount, the entire assets shall be distributed ratably among the holders of any preferred stock issued and outstanding and having such priority.

(x) Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision.

(xi) The term "date of issue" means the original issue date of the preferred stock, which shall be not later than ten (10) days after the Effective Date.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation has caused this Certificate of Correction to be signed by its President and its Secretary this 1st day of June, 1978.

ConAgra, Inc., a Delaware Corporation

By


C.M. Harper, President

ATTEST:

By


J. W. Goodrich, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1970, AT 10:00 A.M.

FILED
SEP 25 1970
RECEIVED

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

DATE:

720610057

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

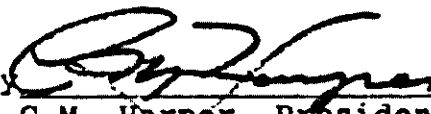
Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At the annual meeting of stockholders of the company held on September 19, 1978, an amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate of Amendment to be signed by its President and Secretary this 20th day of September, 1978.

ConAgra, Inc., A Delaware Corporation

By 
C.M. Harper, President

Attest:

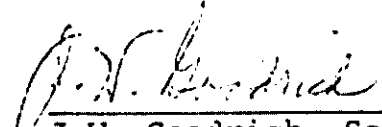

J.W. Goodrich, Secretary

Exhibit A

ARTICLE XVI

EFFECTS OF BUSINESS COMBINATIONS

The Board of Directors of the Corporation, when evaluating any offer of another party to (a) make a tender or exchange offer for any equity security of the Corporation, (b) merge or consolidate the Corporation with another corporation, or (c) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall, in connection with the exercise of its judgement in determining what is in the best interests of the Corporation and its stockholders, give due consideration to all relevant factors, including without limitation the social and economic effects on the employees, customers, suppliers and other constituents of the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located.

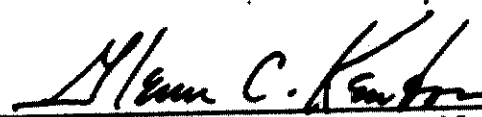
State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1980, AT 9 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1


Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10194307
DATE: 03/01/1984

720610058

AMENDED² STATEMENT OF RESOLUTION ESTABLISHING SERIES 3
OF CLASS B PREFERRED SHARES OF
CONAGRA, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the amendment of the Resolution establishing Series 3, Class B Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 12,065 shares of \$50.00 par value, 7% cumulative, non-participating, convertible, voting Preferred Stock of this Company, which stock shall be legally equivalent in respect of priorities upon dissolution and payment of dividends to the preferred stock of the company issued and outstanding, such stock to be known as Series 3, Class B Preferred Stock and to be subject to the following relative rights and preferences:

1. All or any portion of this preferred stock may be called for redemption by the Company, at its option, at any time after July 30, 1978 by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. If less than all of this preferred stock is called for redemption (other than as a result of an attempted conversion thereof by the holder thereof), then the stockholders whose stock is to be so redeemed shall be selected by lot. Provided, however, that no portion of the stock of any stockholder shall be called for redemption, (without his consent) unless all of this preferred stock owned by such stockholder shall be simultaneously called for redemption and such redemption would constitute a complete redemption of all of the stock of the Company owned by such stockholder within the meaning of Internal Revenue Code Section 302(b)(3) (or the corresponding section of the Internal Revenue Code then applicable) if such stockholder were deemed to own no common stock of the Company. At least thirty (30) days notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's

certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

2. This preferred stock may be converted at any time after July 30, 1978, from time to time, in whole or in part, at the option of the Stockholders, or any of them, into common stock of the Company at the rate of three and one-third ($3 \frac{1}{3}$) shares of common stock for one (1) share of preferred stock plus one (1) share of common stock for each \$15.00 of accrued dividends on converted preferred stock; provided, however, the Company, instead of converting any such preferred stock so tendered into common, may redeem said preferred stock at any time within ninety (90) days after tender by paying the par value thereof plus dividends accrued to the date of payment to the offering stockholder; provided further, however, that from September 23, 1980 until November 15, 1980, this preferred stock may be converted, in whole or in part, at the option of the Stockholders, or any of them, into common stock of the Company at the rate of 1.5810 shares of common stock for one (1) share of preferred stock plus accrued dividends on converted preferred stock to and including the date of issuance of such common stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, then in each such case the conversion ratio then in effect shall be reduced or increased in the same proportion.
3. Without the consent of the holders of a two-thirds majority of this series of preferred stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this series of preferred stock shall vote separately as a class, the Company shall not issue (and has not heretofore issued) any shares of any other series of preferred stock having priority over this series of

preferred stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, distribution or winding up of the Company.

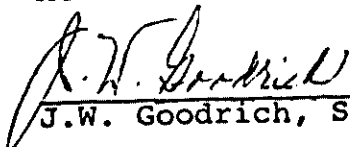
4. The Stockholders shall not be obligated to sell and the Company shall not be obligated to convert or redeem any of said preferred stock prior to July 30, 1978.
5. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision of this contract."

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Amended Statement of Resolution to be signed by its President and its Secretary this 24th day of September, 1980.

ConAgra, Inc.
A Delaware Corporation

By 
C.M. Harper, President

Attest:


J.W. Goodrich, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1986, AT 9 O'CLOCK A.M.

1 1 1 1 1 1 1

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 119-62-66

DATE: 03/11/1986

726610058

September 16, 1974 A.M.

AMENDED STATEMENT OF RESOLUTION ESTABLISHING SERIES 1
OF CLASS B PREFERRED SHARES OF
CONAGRA, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the amendment of the Resolution establishing Series 1, Class B Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:


"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 37,862 shares of \$50.00 par value, 5% cumulative, non-participating, convertible, voting Preferred Stock of this Company, such stock to be known as Series 1, Class B Preferred Stock and shall be subject to the following relative rights and preferences:

1. Priority of such shares upon dissolution of the issuer shall be legally equivalent to all preferred shares of the Company issued and outstanding at the date of issuance of such Series 1, Class B Preferred Stock.
2. All or any part of such preferred stock may be called for redemption by the Company, at its option, at any time after March 1, 1974, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such preferred stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of preferred shares shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.


3. This preferred stock may be converted at any time after March 1, 1974, from time to time, in whole or in part, at the option of the holders, or any of them, into common stock of the Company at the rate of three and one-third (3 1/3) shares of common stock for one (1) share of preferred stock plus accrued dividends on converted preferred to and including the date of issuance of such common stock; provided, however, the Company, instead of converting any such preferred stock so tendered into common, may redeem said preferred stock at any time within ninety (90) days after tender by paying the par value thereof plus dividends accrued to the date of payment to the offering stockholder; provided, further, however, that from September 23, 1980 until November 15, 1980, this preferred stock may be converted, in whole or in part, at the option of the holders, or any of them, into common stock of the Company at the rate of 1.5810 shares of common stock for one (1) share of preferred stock plus accrued dividends on converted preferred to and including the date of issuance of such common stock.
4. The Stockholders shall not be obligated to sell and the Company shall not be obligated to convert or redeem any of said preferred stock prior to March 1, 1974.
5. Each preferred stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision."

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Amended Statement of Resolution to be signed by its President and its Secretary this 24th day of September, 1980.

ConAgra, Inc.
A Delaware Corporation

By 
C.M. Harper, President

Attest:


J.W. Goodrich, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 1960, AT 11 O'CLOCK A.M.

11 11 11 11 11

NOV 15 3 04 PM '60

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

DATE:

720610051

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
CONAGRA, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At a special meeting of the stockholders of the company, held on November 13, 1980, an amendment to Article IV of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and its Secretary this 14th day of November, 1980.

ConAgra, Inc., A Delaware Corporation

By 
C. M. Harper, President

Attest:



J. W. Goodrich, Secretary

EXHIBIT A

ARTICLE IV

AUTHORIZED SHARES

The capital stock of said corporation shall be One Hundred Thirty-Two Million Five Hundred Thousand Dollars (\$132,500,000) divided into twenty million (20,000,000) shares of Common Stock of a par value of Five Dollars (\$5.00) per share, one hundred fifty thousand (150,000) shares of Class B Preferred Stock of a par value of Fifty Dollars (\$50.00) per share, and two hundred fifty thousand (250,000) shares of Class C Preferred Stock of a par value of One Hundred Dollars (\$100.00) per share.

The Class B Preferred Shares of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class B as determined by the Board of Directors: (a) the rate of dividend; (b) whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (c) the amount payable upon shares in event of voluntary or involuntary liquidation; (d) sinking fund provisions, if any, for the redemption or purchase of shares; (e) the terms and conditions, if any, on which shares may be converted.

The Class C Preferred Shares of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The shares of this Class shall not have any priority over Class B Preferred Stock as to payment of dividends or as to distribution of assets upon liquidation, distribution or winding up of the corporation. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class C as determined by the Board of Directors: (a) whether such shares shall be granted voting rights and, if so, to what extent and upon what terms and conditions; (b) the rates and times at which, and the terms and conditions on which, dividends on such shares shall be paid and any dividend rights of cumulation; (c) whether such shares shall be granted conversion rights, and, if so, upon what terms and conditions; (d) whether the corporation shall have the right to redeem such shares and, if so, upon what terms and conditions; (e) the liquidation rights (if any) of such shares, including whether such shares shall enjoy any liquidation preference over the common stock; and (f) such other designations, preferences, relative rights and limitations (if any) attaching to such shares.

No transfer of stock of this corporation shall be operative until entered upon the books of the corporation.

State of Delaware



Office of Secretary of State

GLINN C. KENTON, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC.
FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1969
AT 10 O'CLOCK P.M.

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

DATE:

72061-052

NOV 20 1969

**STATEMENT OF RESOLUTION ESTABLISHING SERIES
OF CLASS C PREFERRED SHARES OF
CONAGRA, INC.**

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the issuance of 70,000 shares of Series 2, Class C Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation (herein the "Company"), hereby authorizes the issuance of 70,000 shares of \$100 par value, 5% cumulative, non-participating, non-voting Preferred Stock of this Company which shall constitute the entirety of this Series, said shares to be known as Series 2, Class C Preferred Stock and shall be subject to the following relative rights and preferences:

- (i) The Series 2, Class C Preferred Stock shall not have any priority over any shares of Preferred Stock, Class B, as to payment of dividends or as to the distribution of assets upon liquidation, distribution or winding up of the Company. The Series 2, Class C Preferred Stock shall rank on a parity as to payment of dividends and the distribution of assets upon liquidation, dissolution or winding up with all Classes and Series of Preferred Stock of the Company issued and outstanding on the date of issuance of the Series 2, Class C Preferred Stock.
- (ii) The preferential dividend rate of the Series 2, Class C Preferred Stock shall be five per centum (5%) of the par value thereof per share, per annum, payable on January 1, April 1, July 1 and October 1 of each year. The dividends upon the Series 2, Class C Preferred Stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of five per centum (5%) of the par value thereof per share, per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without

interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the Preferred Stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

(iii) All or any part of the Series 2, Class C Preferred Stock may be called for redemption by the Company at its option at any time from its date of issue, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such Preferred Stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of Preferred Stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

(iv) All outstanding shares of Series 2, Class C Preferred Stock shall be called for redemption by the Company on the fifth anniversary of the date of first issuance thereof, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the

redemption date, by prepaid certified mail, shall be given to the holders of record of such Preferred Stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of Preferred Stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

- (v) Without the written consent of the holders of a two-thirds (2/3) majority of this Series of Preferred Stock, at any time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of this Series of Preferred Stock shall vote separately as a class, the Company shall not hereafter (a) issue any shares of its Stock having priority over this Series of Preferred Stock as to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, dissolution or winding up of the Company, or (b) amend the provisions set forth in this Statement of Resolution establishing the terms of this Series 2, Class C Preferred Stock.
- (vi) In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the Holders of the Preferred Stock shall be entitled, before any assets of the Company shall be distributed among or paid over to the holders of the common stock, to be paid the par value thereof, together with a sum of money equivalent to dividends at the rate of five per centum (5%) per annum on the par value thereof from the date of issuance to the date of payment

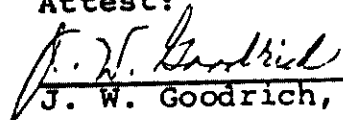
thereof, less the amount of dividends theretofore paid thereon, and to no more. If, upon such liquidation, dissolution or winding up, the assets of the Company distributable as aforesaid among the holders of Preferred Stock shall be insufficient to permit payment to them of said amount, the entire assets shall be distributed ratably among the holders of any Preferred Stock issued and outstanding and having such priority.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation, caused this Statement of Resolution to be signed by its President and its Secretary this 19th day of November, 1980.

ConAgra, Inc.
A Delaware Corporation

By 
C. M. Harper, President

Attest:


J. W. Goodrich, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JULY, A.D. 1982, AT 9:17 TWELVE A.M.

A handwritten signature of Glenn C. Kenton in dark ink.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10154320

DATE: 13-01-1982

720610059

7/20/82

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
CONAGRA, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At a special meeting of the stockholders of the company, held on June 24, 1982, an amendment to Article IV of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and its Secretary this 24th day of June, 1982.

CONAGRA, INC., A Delaware
Corporation

By 

C. M. Harper
Chairman of the Board
Chief Executive Officer

Attest:


L. B. Thomas, Secretary

ARTICLE IV

AUTHORIZED SHARES

The total number of shares which this corporation shall have authority to issue is fifty-one million, five hundred thousand (51,500,000) shares, divided into fifty million (50,000,000) shares of Common Stock of a par value of Five Dollars (\$5.00) per share, one hundred fifty thousand (150,000) shares of Class B Preferred Stock of a par value of Fifty Dollars (\$50.00) per share, two hundred fifty thousand (250,000) shares of Class C Preferred Stock of a par value of One Hundred Dollars (\$100.00) per share, and One Million One Hundred Thousand (1,100,000) shares of Class D Preferred Stock without par value.

The Class B Preferred Stock of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class B as determined by the Board of Directors: (a) the rate of dividend; (b) whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (c) the amount payable upon shares in event of voluntary or involuntary liquidation; (d) sinking fund provisions, if any, for the redemption or purchase of shares; and (e) the terms and conditions, if any, on which shares may be converted.

The Class C Preferred Stock of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The shares of this Class shall not have any priority over Class B Preferred Stock as to payment of dividends or as to distribution of assets upon liquidation, distribution or winding up of the corporation. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class C as determined by the Board of Directors: (a) whether such shares shall be granted voting rights and, if so, to what extent and upon what terms and conditions; (b) the rates and times at which, and the terms and conditions on which, dividends on such shares shall be paid and any dividend rights of cumulation; (c) whether such shares shall be granted conversion rights and, if so, upon what terms and conditions; (d) whether the corporation shall have the right to redeem such shares and, if so, upon what terms and conditions; (e) the liquidation rights (if any) of such shares, including whether such shares shall enjoy any

liquidation preference over the common stock; and (f) such other designations, preferences, relative rights and limitations (if any) attaching to such shares.

The Class D Preferred Stock of this corporation may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The shares of this Class shall not have any priority over Class B Preferred Stock or Class C Preferred Stock as to payment of dividends or as to distribution of assets upon liquidation, distribution or winding up of the corporation. All shares of this Class shall be identical except as to the following relative rights and preferences as to which there may be variations between different series within Class D as determined by the Board of Directors: (a) whether such shares shall be granted voting rights and, if so, to what extent and upon what terms and conditions; (b) the rates and times at which, and the terms and conditions on which, dividends on such shares shall be paid and any dividend rights of cumulation; (c) whether such shares shall be granted conversion rights and, if so, upon what terms and conditions; (d) whether the corporation shall have the right to redeem such shares and, if so, upon what terms and conditions; (e) the liquidation rights (if any) of such shares, including whether such shares shall enjoy any liquidation preference over the common stock; and (f) such other designations, preferences, relative rights and limitations (if any) attaching to such shares.

No transfer of stock of this corporation shall be operative until entered upon the books of the corporation.

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONABBA, INC. FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 1982, AT 9:35 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 7019401

DATE: 03/01/1984

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STATEMENT OF RESOLUTIONS ESTABLISHING SERIES
OF CLASS D PREFERRED SHARES OF
CONAGRA, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the issuance of 707,507 shares of \$2.50 Cumulative Convertible Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation (herein the "Company"), hereby establishes a series of 707,507 shares of Class D Preferred Stock, without par value, of this Company which shall constitute the entirety of this series, said shares to be known as \$2.50 Cumulative Convertible Preferred Stock, and shall be subject to the following relative rights and preferences:

(i) The \$2.50 Cumulative Convertible Preferred Stock shall not have any priority over any shares of Preferred Stock, Class B or Class C, as to payment of dividends or as to the distribution of assets upon liquidation, distribution or winding up of the Company. The \$2.50 Cumulative Convertible Preferred Stock shall rank on a parity as to payment of dividends and the distribution of assets upon liquidation, dissolution or winding up with all Classes and Series of Preferred Stock of the Company issued and outstanding on the date of issuance of the \$2.50 Cumulative Convertible Preferred Stock.

(ii) The preferential dividend rate of the \$2.50 Cumulative Convertible Preferred Stock shall be \$2.50 per share, per annum, payable on January 1, April 1, July 1, and October 1 of each year. In the case of shares of \$2.50 Cumulative Convertible Preferred Stock issued as of the Effective Time of the merger (the "Merger") of Peavey Company into Garden Sub, Inc., a wholly-owned subsidiary of the Company (as defined in the Agreement and Plan of Reorganization, dated as of April 18, 1982, among the Company, Peavey Company and Garden Sub, Inc.), such dividends shall be payable on the first of such dates which is at least 10 days after the Effective Time and shall be cumulative from the later of (a) the quarterly dividend payment date next preceding the date of issuance of such shares and

(b) the Effective Time. If the date of issuance is a quarterly dividend payment date or is a date between the record date for the determination of holders of shares of \$2.50 Cumulative Convertible Preferred Stock entitled to receive a quarterly dividend and the date of payment for such quarterly dividend, such dividends shall be cumulative, for purposes of clause (a) of the preceding sentence, from such quarterly dividend payment date. If dividends for any past dividend period at the rate of \$2.50 per share, per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the Preferred Stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the common stock may be declared by the Board of Directors out of the remainder of the assets available therefor.

(iii) All or any part of the \$2.50 Cumulative Convertible Preferred Stock may be called for redemption by the Company at its option at any time or from time to time on or after the day after the fifth anniversary of the Effective Time, by paying therefor in cash the following amounts, plus accrued and unpaid dividends to the date fixed for redemption, such sum being the redemption price:

If redeemed during the 12-month period beginning the day after the anniversary of the Effective Time in the year

1987	\$26.25
1988	26.00
1989	25.75
1990	25.50
1991	25.25
1992 and thereafter. .	25.00

At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such Preferred Stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of such Preferred Stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be

entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

(iv) On or prior to the sixth anniversary of the Effective Time (but in no event prior to the fifth anniversary of the Effective Time), and on each anniversary thereafter, (as long as shares remain outstanding), the Company shall call for redemption a number of shares of \$2.50 Cumulative Convertible Preferred Stock equal to 5%, and at the option of the Company up to 10%, of the aggregate number of shares issued and outstanding immediately after the effective Time, by paying therefor in cash \$25.00 per share plus accrued and unpaid dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of such Preferred Stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder of Preferred Stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such shares after the date fixed for redemption, and all rights with respect to shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest. The Company may apply to its mandatory redemption obligations any Convertible Preferred shares owned by it and any such shares previously purchased, redeemed or otherwise acquired by it which have not been previously credited against the mandatory redemption obligation.

(v) Shares of \$2.50 Convertible Preferred Stock shall have the following voting rights:

(a) At any annual or special meeting of stockholders at which holders of common stock of the Company are entitled to vote, each holder of

shares of \$2.50 Cumulative Convertible Preferred Stock shall be entitled to cast one vote per share, voting as a single class with common stock. The same record date shall be used for all classes of stock entitled to vote at any such meeting.

(b) Unless the vote or consent of the holders of a greater number of shares shall then be required by law, the consent of the holders of at least $66\frac{2}{3}\%$ of the shares of \$2.50 Cumulative Convertible Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by a vote at a meeting called for the purpose at which the holders of shares of \$2.50 Cumulative Convertible Preferred Stock shall vote together as a separate class, shall be necessary for authorizing, effecting or validating the amendment, alteration or repeal of any of the provisions of this resolution or of the Certificate of Incorporation of the Company, as now or hereafter amended, or of any certificate of designation relating to any other series of Preferred Stock, so as to affect adversely the powers, preferences or rights of \$2.50 Cumulative Convertible Preferred Stock.

(vi) In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the \$2.50 Cumulative Convertible Preferred Stock shall be entitled, before any assets of the Company shall be distributed among or paid over to the holders of the common stock, to be paid \$25.00 per share, together with a sum of money equivalent to dividends at the rate of \$2.50 per share per annum from the date of issuance to the date of payment thereof, less the amount of dividends theretofore paid thereon, and to no more. If, upon such liquidation, dissolution or winding up, the assets of the Company distributable as aforesaid among the holders of Preferred Stock shall be insufficient to permit payment to them of said amount, the entire assets shall be distributed ratably among the holders of any Preferred Stock issued and outstanding and having such priority. For purposes of liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the \$2.50 Cumulative Convertible Preferred Stock shall rank prior to shares of other series of Preferred Stock which are expressly made junior to this series as to assets and, in the absence of such express provisions, on a parity with shares of such other series.

(vii) The \$2.50 Cumulative Convertible Preferred Stock shall be convertible, at the option of the holders thereof, at any time at the offices of the duly appointed transfer agent for the \$2.50 Cumulative Convertible Preferred Stock, if any, or at such other office as the Board of Directors of the Company may determine, into fully paid and non-assessable shares (calculated to the nearest 1/1000 of a share) of common stock of the Company at the rate of 1.027 shares of common stock for each share of \$2.50 Cumulative Convertible Preferred Stock; provided however, that in case of the redemption of any shares of \$2.50 Cumulative Convertible Preferred Stock, such right of conversion shall cease and terminate, as to the shares called for redemption, at the close of business on the business day next preceding the date fixed for redemption, unless default shall be made in the payment of the redemption price. The rate at which shares of Common Stock shall be deliverable in exchange for shares of \$2.50 Cumulative Convertible Preferred Stock upon conversion thereof is hereinafter referred to as the "conversion rate". The conversion rate shall be subject to adjustment from time to time in certain instances as hereinafter provided, except that no adjustment shall be made unless by reason of the happening of any one or more of the events hereinafter specified, the conversion rate then in effect shall be changed by 1% or more, but any adjustment of less than 1% that would otherwise be required then to be made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, together with any adjustment or adjustments so carried forward, amounts to 1% or more, provided that such adjustment shall be made in all events (regardless of whether or not the amount thereof or the cumulative amount thereof amounts to 1% or more) upon the happening of one or more of the events specified in either subparagraph (a) or subparagraph (c) of this paragraph (vii). Each adjustment of the conversion rate shall be rounded to the nearest four decimal places. Upon conversion the Company shall make any payment due on account of dividends accrued and unpaid on the \$2.50 Cumulative Convertible Preferred Stock surrendered for conversion to and including the quarterly dividend payment date immediately preceding the conversion date.

Before any holder of \$2.50 Cumulative Convertible Preferred Stock shall be entitled to convert the same into common stock, he shall surrender the certificate or certificates for such \$2.50 Cumulative Convertible Preferred Stock at the office appointed as aforesaid,

which certificate or certificates, if the Company shall so request, shall be duly endorsed to the Company or in blank, or accompanied by proper instruments of transfer to the Company or in blank, and shall give written notice to the Company that he elects so to convert such \$2.50 Cumulative Convertible Preferred Stock, and shall state in writing therein the name or names in which he wishes the certificate or certificates for common Stock to be issued.

The Company will, as soon as practicable after such surrender of certificates of \$2.50 Cumulative Convertible Preferred Stock accompanied by the written notice and the statement above prescribed, issue and deliver at the office appointed as aforesaid, to the person for whose account such \$2.50 Cumulative Convertible Preferred Stock was so surrendered, or to his nominee or nominees, certificates for the number of full shares of common stock to which he shall be entitled as aforesaid, together with a cash adjustment for any fraction of a share as hereinafter stated, if not evenly convertible. Subject to the following provisions of this paragraph, such conversion shall be deemed to have been made as of the date of such surrender of the \$2.50 Cumulative Convertible Preferred Stock to be converted, and the person or persons entitled to receive the common stock issuable upon conversion of such \$2.50 Cumulative Convertible Preferred Stock shall be treated for all purposes as the record holder or holders of such Common Stock on such date. The Company shall not be required to convert, and no surrender of \$2.50 Cumulative Convertible Preferred Stock shall be effective for that purpose, while the stock transfer books of the Company are closed for any purpose; but the surrender of \$2.50 Cumulative Convertible Preferred Stock for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books, as if the conversion has been made on the date such \$2.50 Cumulative Convertible Preferred Stock was surrendered and at the conversion rate in effect at the date of such surrender.

The conversion rate for the \$2.50 Cumulative Convertible Preferred Stock shall be subject to adjustment from time to time as follows:

(a) If the Company shall at any time pay a dividend on common stock in common stock, subdivide its outstanding shares of common stock into a larger number of shares or combine its outstanding shares of common stock into a smaller

number of shares, the conversion rate in effect immediately prior thereof shall be adjusted so that each share of \$2.50 Cumulative Convertible Preferred Stock shall thereafter be convertible into the number of shares of common stock which the holder of a share of \$2.50 Cumulative Convertible Preferred Stock would have been entitled to receive after the happening of any of the events described above had such share been converted immediately prior to the happening of such event. An adjustment made pursuant to this subparagraph (a) shall become effective retroactively to the record date in the case of a dividend and shall become effective on the effective date in the case of a subdivision or combination.

(b) If the Company shall distribute to all holders of shares of common stock any assets (other than any dividend payable solely in cash), or any evidence of indebtedness or other securities of the Corporation (other than common stock), then in each such case the number of shares of common stock into which each share of \$2.50 Cumulative Convertible Preferred Stock shall thereafter be convertible shall be determined by multiplying the number of shares of common stock into which each share of \$2.50 Cumulative Convertible Preferred Stock was theretofore convertible on the day immediately preceding the record date for the determination of the stockholders entitled to receive such distribution by a fraction the numerator of which shall be the average market price per share (determined as provided below) of the common stock on such record date and the denominator of which shall be such average market price per share less the then fair market value (as determined in a resolution adopted by the Board of Directors of the Company, which shall be conclusive evidence of such fair market value) of the portion of the assets, or evidence of indebtedness or securities so distributed applicable to one share of Common Stock. Such adjustment shall become effective retroactively immediately after such record date.

For the purpose of any computation under this subparagraph (b), the average market price per share of common stock on any date shall be the average of the daily closing prices for the 30 consecutive trading days commencing 45 trading days before the date in question. The closing

price for each day shall be the last sales price regular way or, in case no such sale takes place on such day, the average of the closing bid and asked prices regular way, in either case on the Composite Tape for New York Stock Exchange issues.

(c) In case of any capital reorganization or any reclassification of the capital stock of the Company or in case of the consolidation or merger of the Company with another corporation or in the case of any sale or conveyance of all or substantially all of the property of the Company, each share of \$2.50 Cumulative Convertible Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or cash or other property receivable upon such capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance, as the case may be, by a holder of the number of shares of common stock into which such share of \$2.50 Cumulative Convertible Preferred Stock was convertible immediately prior to such capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance; and, in any case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to rights and interests thereafter of the holders of the \$2.50 Cumulative Convertible Preferred Stock to the end that the provisions set forth herein (including the specified changes in and other adjustments of the conversion rate) shall thereafter be applicable, as nearly as may be reasonable, in relation to any shares of stock or other securities or cash or other property thereafter deliverable upon the conversion of the \$2.50 Cumulative Convertible Preferred Stock.

(d) The Company may make such increases in the conversion rate, so as to increase the number of shares of common stock into which the \$2.50 Cumulative Convertible Preferred Stock may be converted, in addition to those required by subparagraphs (a), (b), and (c) above, as it considers to be advisable in order that any event treated for Federal income tax purposes as a dividend of stock or stock rights shall not be taxable to the recipients.

(e) Whenever the conversion rate is adjusted as herein provided, the Company shall

forthwith file with any transfer agent for the \$2.50 Cumulative Convertible Preferred Stock appointed as aforesaid a certificate, signed by the President or one of the Vice Presidents of the Company and by its Treasurer or an Assistant Treasurer, stating the adjusted conversion rate determined as provided in this paragraph (vii). Such certificate shall show in detail the facts requiring such adjustment. Whenever the conversion rate is adjusted, the Company will forthwith cause a notice stating the adjustment and the conversion rate as adjusted to be mailed to the respective holders of \$2.50 Cumulative Convertible Preferred Stock. Such transfer agent shall be under no duty to make any inquiry or investigation as to the statements contained in any such certificate or as to the manner in which any computation was made, but may accept such certificate as conclusive evidence of the statements therein contained, and such transfer agent shall be fully protected with respect to any and all acts done or actions taken or suffered by it in reliance thereon. No transfer agent in its capacity as transfer agent shall be deemed to have any knowledge with respect to any change of capital structure of the Corporation unless and until it receives a notice thereof pursuant to the provisions of this subparagraph (e) and in default of any notice such transfer agent may conclusively assume that there has been no such change.

The Company shall at all times reserve and keep available out of its authorized and unissued common stock, solely for the purpose of effecting the conversion of the \$2.50 Cumulative Convertible Preferred Stock, such number of shares as shall from time to time be sufficient to effect the conversion of all shares of \$2.50 Cumulative Convertible Preferred Stock from time to time outstanding. The Company shall from time to time in accordance with the laws of Delaware, increase the authorized amount of common stock if at any time the number of shares of common stock remaining unissued shall not be sufficient to permit the conversion of all the then outstanding \$2.50 Cumulative Convertible Preferred Stock.

No fractions of shares of common stock are to be issued upon conversion, but in lieu thereof the Company will pay therefor in cash based on the closing price (determined as provided in the last sentence of subparagraph (b) above) of the

common stock on the Composite Tape for New York Stock Exchange issues on the business day next preceding the day of conversion.

The Company will pay any and all issue and other taxes (other than taxes based on income) that may be payable in respect of any issue or delivery of shares of common stock on conversion of \$2.50 Cumulative Convertible Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of common stock in a name other than that in which the \$2.50 Cumulative Convertible Preferred Stock so converted was registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Company the amount of any such tax, or has established, to the satisfaction of the Company, that such tax has been paid.

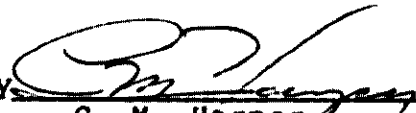
(viii) If the Company shall issue rights or warrants to all holders of shares of common stock for the purpose of entitling them to subscribe for or purchase shares of common stock (for a period not exceeding 45 days from the date of issuance), then in each such case the holders of shares of the \$2.50 Cumulative Convertible Preferred Stock shall be permitted to subscribe for or purchase shares of common stock on the same basis as though such shares of \$2.50 Cumulative Convertible Preferred Stock had been converted into shares of common stock immediately prior to such record date.

(ix) The stated value of the \$2.50 Cumulative Convertible Preferred Stock shall be \$25.00 per share, and the entire consideration received by the Company upon issuance of the \$2.50 Cumulative Convertible Preferred Stock shall be capital.

(x) Any shares of \$2.50 Cumulative Convertible Preferred Stock redeemed, purchased or otherwise reacquired, or surrendered for conversion shall be cancelled and restored to the status of authorized but unissued shares of Class D Preferred Stock of the Corporation, but shall not thereafter be issued as shares of \$2.50 Cumulative Convertible Preferred Stock.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation, caused this Statement of Resolution to be signed by its President and its Secretary on this 24th day of June, 1982.

CONAGRA, INC.
A Delaware Corporation

By 
C. M. Harper
Chairman of the Board
Chief Executive Officer

Attest:


L. B. Thomas, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONACOR4, INC. FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1982 AT 2 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1



Glenn C. Kenton, Secretary of State

AUTHENTICATION:

DATE: 10/12/1984

720610057

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
CONAGRA, INC.

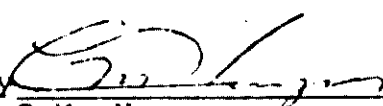
Pursuant to Section 242 of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for ConAgra, Inc. was filed in the office of the Delaware Secretary of State on December 5, 1975.

SECOND: At the annual meeting of the stockholders of the company, held on September 14, 1982, an amendment to Article VII., Paragraph (a) of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; the amendment so adopted is set forth on Exhibit "A" attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, said ConAgra, Inc., a Delaware corporation, has caused this Certificate to be signed by its Chairman of the Board and its Secretary this 14th day of September, 1982.

CONAGRA, INC., A Delaware
Corporation

By 
C.M. Harper
Chairman of the Board
Chief Executive Officer

ATTEST:


L.B. Thomas, Secretary

EXHIBIT "A"

ARTICLE VII, PARAGRAPH (a)

The affairs of this Corporation shall be conducted by a Board of Directors. The number of directors of the Corporation, not less than eight nor more than fourteen, shall be fixed from time to time by the By-Laws. Commencing with the annual election of directors by the stockholders of the Corporation in 1977, the directors of the Corporation shall be divided into three classes: Class I, Class II and Class III, each such class, as nearly as possible, to have the same number of directors. The term of office of the initial Class I directors shall expire at the annual election of directors by the stockholders of the Corporation in 1978, the term of office of the initial Class II directors shall expire at the annual election of directors by the stockholders of the Corporation in 1979, and the term of office of the initial Class III directors shall expire at the annual election of directors by the stockholders of the Corporation in 1980, or in each case thereafter when their respective successors are elected by the stockholders and qualify. At each annual election of directors by the stockholders of the Corporation held after 1977, the directors chosen to succeed those whose terms are then expired shall be identified as being of the same class as the directors they succeed and shall be elected by the stockholders of the corporation for a term expiring at the third succeeding annual election of directors, or thereafter when their respective successors in each case are elected by the stockholders and qualify.

The provisions set forth in Article VII(a) may not be repealed or amended in any respect unless such repeal or amendment is approved by (i) the affirmative vote of the holders of not less than 80% of the total voting power of all outstanding shares of stock of this Corporation, or (ii) the affirmative vote of not less than 75% of the members of the Board of Directors of this Corporation and the affirmative vote of the holders of a majority of the total voting power of all outstanding shares of stock of this Corporation.

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC. FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, 1960, AT 10 O'CLOCK A.M.

A handwritten signature in cursive script, reading "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 1019432

DATE: 11-16-1960

720610055

11/9/00

STATEMENT OF RESOLUTIONS ESTABLISHING
SERIES 3, CLASS C, PREFERRED STOCK
OF CONAGRA, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution authorizing the issuance of 23,500 shares of Series 3, Class C, Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

"RESOLVED, that the Board of Directors of ConAgra, Inc., a Delaware corporation, hereby authorizes the issuance of 23,500 shares of \$100 par value, 4% Cumulative, Nonparticipating, Convertible, Voting Preferred Stock of this Company, said Preferred Stock to be known as Series 3, Class C, Preferred Stock and shall be subject to the following relative rights and preferences:

- (i) The Series 3, Class C, Preferred Stock shall not have any priority over any shares of Preferred Stock, Class B, other Series of Class C, or Class D, as to payment of dividends or as to the distribution of assets upon liquidation, distribution, or winding up of the Company.
- (ii) The Series 3, Class C, Preferred Stock shall rank on a parity as to payment of dividends and the distribution of assets upon liquidation, dissolution or winding up with all Classes and Series of Preferred Stock of the Company issued and outstanding on the date of issuance of the Series 3, Class C, Preferred Stock.
- (iii) The preferential dividend rate of the Series 3, Class C, Preferred Stock shall be four percent (4%) of the par value thereof per share per annum, commencing from the date of issue thereof, payable on January 1, April 1, July 1, and October 1 of each year. The dividends upon the Series 3, Class C, Preferred Stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of four percent (4%) of the par value thereof per share per annum shall not have been paid thereon, or declared, the deficiency shall be fully paid or set apart, but without interest, before any dividend shall be paid upon or set apart for the Common Stock. Whenever the full

dividend upon the Series 3, Class C, Preferred Stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current period shall have been paid or declared and the sums sufficient for the payment thereof set apart, dividends upon the common stock of the Company may be declared by the Board of Directors out of the remainder of the assets available therefor.

- (iv) Subject to the provisions of paragraph (vi) hereof, the Series 3, Class C, Preferred Stock may be converted at any time beginning on or after December 15, 1985, at the option of the holders, or any of them, into common stock of the Company at the rate of four (4) shares of common stock for one (1) share of Preferred Stock (rounded down to the nearest whole share) plus cash for accrued dividends on converted preferred to and including the date of issuance of such common stock. In case the Company shall be recapitalized through the subdivision or combination of its outstanding common stock into a greater or smaller number of shares, or shall issue any stock dividends or warrants to its stockholders, then, in each such case, the conversion ratio in effect shall be reduced or increased in the same proportion. Before any holder of the Series 3, Class C, Preferred Stock shall be entitled to convert the same into Common Stock, such holder shall surrender the certificate or certificates for such Series 3, Class C, Preferred Stock to the Company which certificates shall be duly endorsed to the Company or in blank, or accompanied by proper instruments of transfer to the Company or in blank, and shall give written notice to the Company that such holder elects to convert all such Preferred Stock into Common Stock of the Company. The Company will, as soon as practicable after such surrender of the certificates accompanied by written notice, issue and deliver to the former holder at the place designated in such notice, certificates for the number of full shares of Common Stock to which such holder shall be entitled as aforesaid, together with cash for accrued dividends on converted Preferred Stock to and including the date of issuance of such Common Stock, provided, however, that at any time after ten (10) years from its date of issue the Company may call for redemption all or any part of this Preferred Stock, which has not theretofore been converted,

in the manner as set forth below at paragraph (v). Any election to convert such Series 3, Class C, Preferred Stock into common stock of the Company shall be in writing and shall also be deemed to be an election by such holder to convert all such convertible preferred stock owned by such holder to common stock of the Company and, in no event, shall any such conversion result in a holder holding both preferred (of any class or series) and common stock of the Company.

- (v) All or any part of the Series 3, Class C, Preferred Stock may be called for redemption by the Company, at its option, at any time after ten (10) years from its date of issue, by paying therefor in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. At least thirty (30) days' notice prior to the redemption date, by prepaid certified mail, shall be given to the holders of record of this Series 3, Class C, Preferred Stock, addressed to the last post office address shown on the records of the Company. On the date fixed for redemption, and stated in such notice, each holder shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for the redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on this Series 3, Class C, Preferred Stock after the date fixed for redemption, and all rights with respect to this preferred stock so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.
- (vi) In addition to any other call or redemption rights of the Company hereinbefore described, the Company shall have the right (but not the obligation) to redeem any shares of Series 3, Class C, Preferred Stock issued on or after May 31, 1985 and held by any holder of such Preferred Stock who has elected to convert such Preferred Stock into common stock of the Company; such right of redemption shall be subject to the following provision:

(A) All or any part of such Series 3, Class C, Preferred Stock issued on or after May 31, 1985 may be called for redemption by the Company at its option, in lieu of conversion into shares of common stock, by paying for such Preferred Stock in cash the par value thereof plus accrued dividends to the date of payment, such sum being the redemption price. The Company may exercise this option to redeem such preferred stock by giving written notice to the holder or holders thereof within thirty (30) days from the date the Company received such holder's or holders' written election to convert to common stock of the Company. Such written notice shall be sent by prepaid certified mail and addressed to the electing holder(s) of record of such preferred stock at the last post office address shown on the Company's records. Such notice shall further fix the redemption date, which shall not be later than sixty (60) days from the date of such notice. On the date fixed for redemption, each holder of such shares of Series 3, Class C, Preferred Stock shall surrender such holder's certificate or certificates at the place designated in such notice and thereupon be entitled to receive payment of the redemption price. If notice of redemption is duly given and if funds for redemption have been set aside prior to the redemption date, notwithstanding the fact that a stockholder may have failed to surrender the same, no dividend shall be payable on such preferred stock after the date fixed for redemption, and all rights with respect to Preferred Stock so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof, without interest.

(vii) Without the written consent of the holders of a two-thirds (2/3) majority of this Series 3, Class C, Preferred Stock, at any time outstanding, given in person or by proxy, either in writing or at a meeting of stockholders at which the holders of such preferred stock shall vote separately as a class, the Company shall not hereafter (a) issue any shares of its stock having priority over this Series 3, Class C, Preferred Stock as

to payment of dividends (including dividends in arrears or in default) or as to distribution of assets upon liquidation, dissolution or winding up of the Company, or (b) amend the provisions set forth in this Statement of Resolution establishing the terms of this Series 3, Class C, Preferred Stock.

- (viii) Voting in conjunction with the holders of the common stock and the holders of other classes or series of preferred stock entitled to vote, the holders of the Series 3, Class C, Preferred Stock shall have the right to vote or consent at all meetings of the stockholders of the Company, or otherwise, in respect of any matter upon which the vote or the consent in lieu of voting of the stockholders is required, including, without limitation, the election of directors, provided, however, that the holders of this preferred stock shall have no rights voting as a class except as otherwise permitted at paragraph (vii) set forth immediately above. Each holder of this preferred stock shall have one vote in respect of each share of such stock held by him.
- (ix) Each Series 3, Class C, Preferred Stock certificate shall have stamped thereon a legend describing this redemption agreement or making reference to this provision.
- (x) In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the Series 3, Class C, Preferred Stock shall be entitled, before any assets of the Company shall be distributed among or paid over to the holders of the common stock, to be paid the par value thereof, together with a sum of money equivalent to dividends at the rate of four per centum (4%) per annum on the par value thereof from the date of issuance to the date of payment thereof, less the amount of dividends theretofore paid thereon, and to no more. If, upon such liquidation, dissolution or winding up, the assets of the Company distributable as aforesaid among the holders of this preferred stock shall be insufficient to permit payment to them of said amount, the entire assets shall be distributed ratably among the holders of any preferred stock of the Company issued and outstanding and having such priority.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation, caused this Statement of Resolution to be signed by its Chairman of the Board and Chief Executive Officer and its Secretary on this 15 day of November, 1982.

CONAGRA, INC.,
A Delaware Corporation

(Corporate Seal)

By C. M. Harper
C. M. Harper
Chairman of the Board and
Chief Executive Officer

Attest:

L. B. Thomas
L. B. Thomas, Secretary

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF CONAGRA, INC. FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 1983, AT TWELVE O'CLOCK P.M.

FILED IN THE OFFICE OF THE SECRETARY OF STATE

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 100340

DATE: 12-12-1983

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FILED

**CERTIFICATE OF INCREASE IN THE NUMBER
OF ISSUED SHARES OF CLASS D PREFERRED
SHARES OF CONAGRA, INC.**

OCT 6 1983

[Signature]
Secretary

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, ConAgra, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that the following resolution providing for the issuance of an additional 1,862 shares of Class D Preferred Stock known as \$2.50 Cumulative Convertible Preferred Stock was adopted by its Board of Directors pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of ConAgra, Inc., as amended:

WHEREAS, the Board of Directors of ConAgra, Inc., a Delaware corporation (herein the "Company"), has heretofore established a series of 707,507 shares of Class D Preferred Stock, without par value, of this Company which constitutes the entirety of such series, said shares known as \$2.50 Cumulative Convertible Preferred Stock;

BE IT RESOLVED, that the Board of Directors of the Company hereby authorizes and directs the issuance of an additional 1,862 shares of \$2.50 Cumulative Convertible Preferred Stock which shares shall be subject to the same rights and preferences as the originally issued shares of \$2.50 Cumulative Convertible Preferred Stock.

IN WITNESS WHEREOF, ConAgra, Inc., a Delaware corporation, caused this Certificate of Increase to be signed by its Chairman of the Board and Chief Executive Officer and by its Secretary on this 29th day of September, 1983.

CONAGRA, INC.

A Delaware Corporation

By

[Signature]
C. M. Harper
Chairman of the Board and
Chief Executive Officer

ATTEST:

[Signature]
L. B. Thomas
Secretary

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