

# State of Delaware



## Office of Secretary of State

*I, Eugene Bunting, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "CARGILL, INCORPORATED", as received  
and filed in this office the fifteenth day of August, A.D. 1969, at  
10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *fifteenth* *day*  
*of* \_\_\_\_\_ *August* \_\_\_\_\_ *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ *sixty-nine.*

*Eugene Bunting*

Secretary of State

*R N Coldwell*

Asst Secretary of State

# **CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF CARGILL, INCORPORATED**

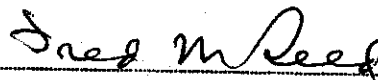
We, the undersigned, Fred M. Seed and Calvin J. Anderson, President and Secretary, respectively, of Cargill, Incorporated, a corporation organized and existing under and by virtue of the statutes of the State of Delaware (hereinafter called the "corporation"), do hereby certify that in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the certificate of incorporation of the corporation, as heretofore amended, shall be amended as follows:

PART ONE. By amending Article NINTH thereof, as heretofore amended, to read in its entirety as follows:

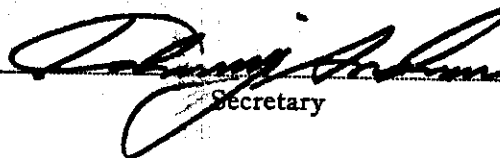
NINTH: The number of directors of the corporation shall be five (5), seven (7), nine (9), eleven (11), or thirteen (13) as may be determined from time to time in the manner provided in the by-laws, and the by-laws shall not, without the affirmative vote of the holders of a majority of the Special Preferred stock, be amended so as to provide for any other number of directors. In case of an increase in the number of the Board of Directors, one-half ( $\frac{1}{2}$ ) of the additional directors shall be elected by the holders of Special Preferred stock or by the directors previously elected by the holders of Special Preferred stock, and one-half ( $\frac{1}{2}$ ) of the additional directors shall be elected by the holders of Preferred stock, Convertible Preferred stock, Management stock and Common stock or by the directors previously elected by the holders of Preferred stock, Convertible Preferred stock, Management stock and Common stock. In event of the death, resignation or removal of a director elected by the holders of Special Preferred stock, his successor shall be elected by the holders of Special Preferred stock or by the remaining directors elected by the holders of Special Preferred stock; in event of the death, resignation or removal of the director elected by the holders of Management stock, his successor shall be elected by the holders of Management stock, and, in event of the death, resignation or removal of a director elected by the holders of Preferred stock, Convertible Preferred stock, Management stock and Common stock, his successor shall be elected by the holders of Preferred stock, Convertible Preferred stock, Management stock and Common stock or by the remaining directors elected by the holders of Preferred stock, Convertible Preferred stock, Management stock and Common stock. The term of office of each director elected by stockholders shall continue until the next annual meeting of stockholders and until his successor is elected and qualified; the term of office of each director elected by directors shall continue until the next annual meeting of stockholders or until a special meeting of stockholders called for the purpose of electing his successor and, in either case, until his successor is elected and qualified. Special meetings of stockholders for this purpose shall be called upon the written request of the holders of not less than twenty-five per cent (25%) of the shares entitled to vote at such meeting. Directors need not be stockholders and need not be elected by ballot.

The capital of the corporation will not be reduced under or by reason of this Amendment.

IN WITNESS WHEREOF, This Certificate has been made under the seal of said Cargill, Incorporated, and has been signed by the undersigned Fred M. Seed and Calvin J. Anderson, President and Secretary, respectively, this 12th day of August, 1969.



President



Secretary

STATE OF MINNESOTA

COUNTY OF HENNEPIN

} ss.

BE IT REMEMBERED That on the 12th day of August, 1969, personally came before me, Rodney M. Olson, a notary public in and for the county and state aforesaid, Fred M. Seed, President of Cargill, Incorporated, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing certificate, known to me to be such President, and said Fred M. Seed, as such President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation; that the signatures of said President and of said Secretary of said corporation to said foregoing Certificate are in the handwriting of Fred M. Seed, as President and Calvin J. Anderson, as Secretary of said corporation, respectively; that the seal affixed to said Certificates is the corporate seal of said corporation; and that such Certificate was sealed, executed, acknowledged and delivered pursuant to due authority of the Board of Directors and Stockholders of said corporation, and that the facts stated therein are true.

Given under my hand and seal the day and year last aforesaid.



Notary Public

RODNEY M. OLSON  
Notary Public, Hennepin County, Minn.  
My Commission Expires Dec. 8, 1975.