





# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
~~Certificate of~~ Restated Certificate of Incorporation  
filed in this office on November 19, 1987

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TRADE MARK

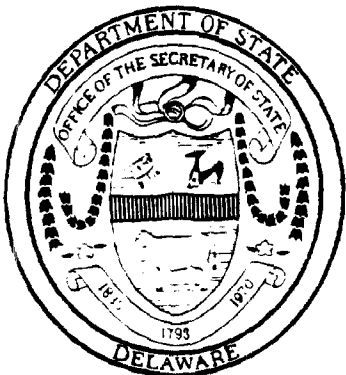
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& PATENT OFFICE

APR 11 1988

*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. Magrison*

DATE: March 24, 1988



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RESTATED CERTIFICATE OF INCORPORATION  
OF  
PENICK & FORD, LIMITED

*Malcolm Fisher*  
SECRETARY OF STATE

1. That PENICK & FORD, LIMITED was originally incorporated under the name of FORD, INC. by the filing of its Certificate of Incorporation with the Secretary of State of Delaware on May 10, 1971. Its present name is PENICK & FORD, LIMITED.

2. This Restated Certificate of Incorporation was duly adopted by the Board of Directors and Shareholders of this corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the state of Delaware.

3. This Restated Certificate of Incorporation restates, integrates and further amends the provisions of the corporation's Certificate of Incorporation, as theretofore amended or supplemented, and reduces the authorized capital thereof.

4. The provisions of this Restated Certificate of Incorporation are as follows:

ARTICLE I.

The name of the corporation (hereinafter called the "corporation") is

Penford Products Co.

ARTICLE II.

The respective names of the county and of the city within the county in which the registered office of the corporation is to be located in the state of Delaware are the county of New Castle and the city of Wilmington. The name of the registered agent of the corporation is The Corporation Trust Company. The street and number of said registered office and the address by street and number of said registered agent is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

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**ARTICLE III.**

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all 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, namely, to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV.**

(1) The total number of shares which the corporation is authorized to issue is five thousand (5,000) shares of common stock and the aggregate par value of all of said shares is Five Thousand Dollars (\$5,000) and the par value of each share is One Dollar (\$1.00) per share.

(2) The shares of stock of this corporation may be issued by this corporation from time to time for such consideration, not less than the par value thereof, except as otherwise provided by law, as from time to time may be fixed by the Board of Directors of the corporation; and all issued shares of the capital stock of the corporation shall be deemed fully paid and nonassessable and the holders of such shares shall not be liable thereunder to this corporation or to its creditors.

(3) No shareholder of this corporation shall have any preemptive or preferential right of subscription to any shares of any stock of this corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this corporation in its discretion from time to time may determine.

**ARTICLE V.**

The existence of this corporation is to be perpetual.

**ARTICLE VI.**

The directors shall have power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed,

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mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

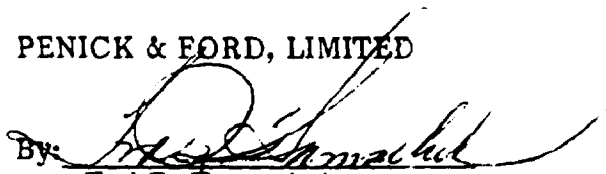
**ARTICLE VII.**

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of duty as a director.

We, the undersigned, for the purpose of forming a corporation under the laws of the state of Delaware, do make, file and record this Certificate, do certify that the facts herein stated are true and accordingly have hereunto set our hands and seals.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been duly executed in the corporate name of PENICK & FORD, LIMITED by its Chairman of the Board, duly acknowledged, on this 13<sup>th</sup> day of November, 1987.

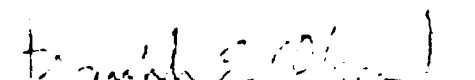
PENICK & FORD, LIMITED

By:   
Tod R. Hamachek  
Chairman of the Board

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ATTEST:

  
Franklin E. Olsen, Jr., Secretary