

MCCORMICK & COMPANY, INCORPORATED

ARTICLES OF RESTATEMENT

McCormick & Company, Incorporated, a Maryland corporation, having principal office at 11350 McCormick Road, Hunt Valley, Maryland 21031 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that

FIRST: (a) The Corporation desires to restate its Charter as currently in effect in accordance with Section 2-608 of the Corporations and Associations Article of the Annotated Code of Maryland. The provisions set forth in these Articles of Restatement are all of the provisions of the Charter currently in effect. The Restatement of the Charter of the Corporation as set forth herein has been approved by a majority of the Board of Directors of the Corporation. The Charter of the Corporation is amended by these Articles of Restatement.

(b) The current address of the principal office of the Corporation is 11350 McCormick Road, Hunt Valley, Maryland 21031. The name and post office address of the current Resident Agent of the Corporation in this state is Richard W. Single, Sr., Vice President, Secretary and General Counsel, McCormick & Company, Incorporated, 11350 McCormick Road, Hunt Valley, Maryland 21031. Said Resident Agent is an individual actually residing in this state. The Corporation currently has 13 directors. The names of the current directors, who shall act until their successors are duly chosen and qualified, are James J. Albrecht, George E. Clausen, Jr., James S. Cook, J. Harrison, Jr., Paul Irwin, George W. Koch, Charles P. McCormick, Jr., Robert B. McFadden, George V. McGowan, Richard W. Single, Sr., William E. Stevens, Bailey A. Thomas, and Harry K. Wells.

(c) The Charter of the Corporation is hereby restated to read as follows:

STATE DEPT. OF
ASSESSMENT AND TAXATION

CERTIFICATE OF INCORPORATION

OF

MCCORMICK & COMPANY, INCORPORATED

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

1. The name of the said Corporation is
MCCORMICK & COMPANY, INCORPORATED.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Thirty Thousand (30,000) shares of five per cent. Preferred Stock of the par value of \$100 each, making the aggregate par value of said five per cent. Preferred Stock \$3,000,000; Eighty Million (80,000,000) shares of Common Stock, which said Common Stock shall be without any fixed par value; and Eighty Million (80,000,000) shares of Common Stock Non-Voting, which said Common Stock Non-Voting shall be without any fixed par value.

Preferred Stock

Dividends. The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors, out of the surplus or net profits of the Corporation, dividends at the rate of, but not exceeding, five per cent. per annum payable semi-annually. The semi-annual dividend on the preferred stock shall be declared and paid or set apart before any dividends on the common stock shall be declared, paid or set apart; and the

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

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

Redemption. The 5 per cent. preferred stock shall be redeemable at the Corporation's option in whole or in part at \$105. per share plus accrued dividends upon the giving of thirty days' notice by mail to such stockholders of the intention of the Corporation to make such redemption. In the case of the redemption of a part only, the particular shares to be redeemed shall at the option of the Board of Directors be selected pro rata or by lot, or in such other manner as the Board of Directors may determine.

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

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

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

Common Stock

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

(a) One class is Common Stock and is in the amount of Eighty Million (80,000,000) shares. This class has the sole and exclusive voting rights and

powers except (1) as set forth above under the heading "Preferred Stock", Subparagraph "Voting Power", and (2) as set forth in Subparagraph (c) of this paragraph; subject, however, to the provisions set forth in Subparagraph (b) of this paragraph.

(b) (1) From and after the date any person first becomes a Substantial Stockholder (as defined in clause (2)(H) of this Subparagraph) until such time as such person shall cease to be a Substantial Stockholder, the shares of Common Stock beneficially owned by the Substantial Stockholder shall have limited voting rights on any matter requiring their vote or consent. The voting rights shall be limited as follows:

(A) The Substantial Stockholder (or the record owner(s) thereof) shall be entitled to one vote for each share beneficially owned by the Substantial Stockholder not in excess of 10% of the then issued and outstanding shares of Common Stock.

(B) For all shares of Common Stock beneficially owned by the Substantial Stockholder in excess of 10% of the then issued and outstanding shares of Common Stock, the Substantial Stockholder (or the record owner(s) thereof) shall not be entitled to cast any votes in respect of such shares and such shares shall be deducted from the total number of shares of Common Stock outstanding for purposes of determining the proportion of Common Stock required to approve a matter submitted for stockholder approval or to constitute a quorum. To the extent that the Substantial Stockholder is comprised of more than one record owner, the aggregate voting power of the Substantial Stockholder (or such record owners) so limited for all shares of Common Stock beneficially owned by the Substantial Stockholder shall be allocated proportionately among such record owners. For each such record owner, this allocation shall be accomplished by multiplying the aggregate voting power of the then outstanding shares of Common Stock beneficially owned by the Substantial Stockholder by a fraction whose numerator is the number of shares of Common Stock owned of record by such record owner and whose denominator is the total number of shares of Common Stock beneficially owned by the Substantial Stockholder. A person who is a record owner of shares of Common Stock that are beneficially owned simultaneously by more than one person shall have, with respect to such shares, the right to cast the least number of votes that such person would be entitled to cast under this Subparagraph (b) by virtue of such shares being so beneficially owned by any of such persons.

(2) For purposes of this Subparagraph (b), the following words have the meanings indicated:

(A) "Affiliate", including the term "Affiliated Person", means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, a specified person, and includes all Associates of such person.

(B) "Associate", when used to indicate a relationship with any person, means:

(1) Any corporation or organization (other than the Corporation or a Subsidiary of the Corporation) of which such person is an officer, director, or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities;

(2) Any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity; and

(3) Any relative or spouse of such person, or any relative of such spouse, who has the same home as such person or who is a director or officer of any corporation controlling, under common control with or controlled by such person or of any of its Affiliates.

(C) "Beneficial Owner", when used with respect to any Common Stock, means a person:

(1) That, individually or with any of its Affiliates, beneficially owns Common Stock, directly or indirectly; or

(2) That, individually or with any of its Affiliates, has:

(i) The right to acquire Common Stock (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement, or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise; or

(ii) The right to vote Common Stock pursuant to any agreement, arrangement, or understanding; or

(3) That has any agreement, arrangement, or understanding for the purpose of acquiring, holding, voting, or disposing of Common Stock with any other person that beneficially owns, or whose Affiliates beneficially own, directly or indirectly, such shares of Common Stock; provided, however, that for purposes of the definition of Beneficial Owner and beneficial ownership, (i) no director, officer or employee of the Corporation or any Subsidiary (nor any Affiliate of any such director, officer or employee) shall solely by reason of any or all of such directors, officers or employees acting in their capacities as such (including, without limitation, communicating with a stockholder by reason of the Board of Directors of the Corporation determining to recommend or oppose any proxy solicitation or any offer or any attempt to cause a change in control of the Corporation or the public disclosure of such determination by the Board of Directors) be deemed, for any purposes hereof, to beneficially own any shares of Common Stock beneficially owned by any other such director, officer, employee or stockholder (or any Affiliate thereof), (ii) in the case of any employee stock ownership or similar plan of the Corporation or of any Subsidiary heretofore or hereafter adopted in which the beneficiaries thereof possess the right to vote or to direct the voting of shares of Common Stock held by such plan, no such plan, any entity organized, appointed or established by the Corporation or any Subsidiary for or pursuant to any plan, nor any trustee or any member of an administrative committee or any other representative with respect thereto (nor any Affiliate of such trustee, administrative committee member or other such representative), solely by reason of such capacity of such trustee, administrative committee member or other such representative, shall be deemed, for any purposes hereof, to beneficially own any shares of Common Stock held under any such plan, (iii) a person shall not be deemed a beneficial owner of Common Stock solely by reason of a revocable proxy granted for a particular meeting of shareholders, pursuant to a public solicitation of proxies for such meeting complying with applicable rules of the Securities and Exchange

Commission or any successor administrative body, with respect to shares of which neither such person nor any Affiliate of such person is otherwise deemed the beneficial owner, and (iv) a person shall not be deemed a beneficial owner of Common Stock solely by reason of Common Stock being tendered pursuant to a tender or exchange offer made by such person or such person's Affiliates until such tendered Common Stock is accepted for purchase or exchange.

(D) "Common Stock" means the 80,000,000 authorized shares of capital stock (the "Common Stock") of the Corporation entitled to vote generally in the election of directors and does not mean the 80,000,000 authorized shares of Common Stock Non-Voting.

(E) "Control", including the terms "controlling", "controlled by" and "under common control with", means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise, and the beneficial ownership of 10 percent or more of the votes entitled to be cast by a corporation's voting stock creates a presumption of control.

(F) A "person" shall mean any individual, firm, partnership, corporation or other entity.

(G) "Subsidiary" means any corporation of which voting stock having a majority of the votes entitled to be cast is owned, directly or indirectly, by the Corporation.

(H) "Substantial Stockholder" shall mean any person, other than the Corporation or any Subsidiary, who or which is the beneficial owner, directly or indirectly, of 10% or more of the outstanding shares of Common Stock (determined solely on the basis of the total number of shares so beneficially owned and without giving effect to the number or percentage of votes entitled to be cast in respect of such shares) in relation to the total number of shares of Common Stock issued and outstanding.

(3) For purposes of computing the percentage beneficial ownership of shares of Common Stock of a person in order to determine whether such person is a Substantial Stockholder, the outstanding shares of Common Stock shall be deemed to include shares of Common Stock which may be issuable (except pursuant to clause (7) of this Subparagraph (b)) by the Corporation pursuant to any agreement, or upon the exercise of conversion rights, warrants, or options or otherwise and which are deemed owned by such person through application of the definition of Beneficial Owner but shall not include any other shares of Common Stock which may be issuable by the Corporation to others pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise. For all other purposes, the outstanding shares of Common Stock shall include such shares then outstanding and shall not include any shares of Common Stock which may be issuable by the Corporation pursuant to any agreement, or upon the exercise of conversion rights, warrants or options, or otherwise.

(4) The Board of Directors shall have the power to determine for the purposes of this Subparagraph (b) on the basis of information known to them, (i) the number of shares of Common Stock beneficially owned by any person, (ii) whether a person is an Affiliate or Associate of another, (iii)

whether a person has an agreement, arrangement or understanding with another, (iv) the redemption price as provided for in clause (8) below, and/or (v) any other factual matter relating to the applicability or effect of this Subparagraph (b).

(5) The Corporation shall have the right to demand that any person who it is reasonably believed is a Substantial Stockholder (or holds of record shares of Common Stock beneficially owned by a person reasonably believed to be a Substantial Stockholder) supply the Corporation with complete information as to (i) the record owner(s) of all shares of Common Stock and Common Stock Non-Voting beneficially owned by such person, (ii) the number of, and class of, shares beneficially owned by such person and held of record by each such record owner and the number(s) of the stock certificate(s) evidencing such shares, (iii) each date or dates on which such person or the record owner(s) of such shares purchased the shares and (iv) any other factual matter relating to the applicability or effect of this Subparagraph (b) as may reasonably be requested of such person, and such person shall furnish such information within 10 days after the receipt of such demand.

(6) Except as otherwise provided by law or as expressly provided in this clause (6), the presence, in person or by proxy, of the holders of record of shares of capital stock of the Corporation entitling the holders thereof to cast a majority of the votes (after giving effect, if any, to the provisions of this Subparagraph (b)) entitled to be cast by the holders of shares of capital stock of the Corporation entitled to vote shall constitute a quorum at all meetings of the shareholders, and every reference in this Charter to a majority or other proportion of capital stock (or the holders thereof) for purposes of determining any quorum requirement or any requirement for shareholders' consent or approval shall be deemed to refer to such majority or other proportion of the votes (or the holders thereof) then entitled to be cast in respect of such capital stock.

(7) All outstanding shares of Common Stock Non-Voting shall automatically, without any further act or deed on the part of the Corporation or any other person, be converted into shares of Common Stock on a share-for-share basis at such time (the "Conversion Date") as any Substantial Stockholder beneficially owns shares of Common Stock which entitle such Substantial Stockholder (after giving effect to the provisions of this Subparagraph (b) other than the conversion contemplated by this clause (7)) to cast more than 50% of the votes entitled to be cast by the holders of the then outstanding shares of Common Stock. In the event of an automatic conversion of Common Stock Non-Voting pursuant to this clause (7), certificates formerly representing shares of Common Stock Non-Voting will thereafter be deemed to represent a like number of shares of Common Stock. Effective as of the Conversion Date, the provisions of this Charter which provide for the establishment and terms and rights of the Common Stock Non-Voting shall, without any further action of the Board of Directors or stockholders of the Corporation or any other person, be of no further force or effect.

(8) At any time after the Board of Directors determines that a person is a Substantial Stockholder (the "Determination Date") until the date on which (i) such person is no longer a Substantial Stockholder or (ii) such person beneficially owns more than 90% of the then outstanding shares of each class of common stock of the Corporation, the Corporation shall have the right to redeem from the record owner or owners, at any time or from time to time,

all or a portion of the shares of Common Stock and Common Stock Non-Voting beneficially owned by the Substantial Stockholder. The Corporation shall exercise the right of redemption by written notice (the "Redemption Notice") to the Substantial Stockholder, which notice shall be signed by the Chairman of the Board, the President or any Vice President of the Corporation. During the one year period commencing on the Determination Date, the redemption price shall be the lesser of: (i) the average "market price" of shares of Common Stock Non-Voting for each of the 30 trading days in which shares of Common Stock Non-Voting shall have been traded immediately preceding the date of the Redemption Notice, and (ii) the average "market price" of shares of Common Stock Non-Voting for each of the 30 trading days in which shares of Common Stock Non-Voting shall have been traded immediately preceding the date on which the Substantial Stockholder first beneficially owned 5% or more of the outstanding shares of Common Stock, such price to be adjusted for any stock splits, stock dividends, recapitalizations or the like which occurred between such date and the date of the Redemption Notice. Subsequent to the expiration of the one year period commencing on the Determination Date, the redemption price shall equal the price determined under clause (i) of the immediately preceding sentence. The "market price" of shares of common stock (whether Common Stock or Common Stock Non-Voting) shall mean the closing bid price of the shares of Common Stock Non-Voting, as published by the National Association of Securities Dealers Automated Quotation System ("NASDAQ"), (or such other quotation system of a national securities association then being used, or if the shares are then traded on a national securities exchange, the last sale price regular way thereafter as reported in the consolidated transaction reporting system for the shares listed or traded on such exchange). All rights of the Substantial Stockholder as the beneficial owner of shares of common stock (and all rights of the record owners) shall cease as to the shares which are the subject of a redemption notice. Closing for the purchase of the shares to be redeemed shall be made within forty-five (45) days of the date of the redemption notice. If there is more than one record owner of the shares of Common Stock beneficially owned by the Substantial Stockholder, the Corporation shall, to the extent the Board of Directors deems it practicable, redeem the shares of each such class to be redeemed from each of the record owners on a pro rata basis based on the total number of shares of the class to be redeemed owned by each such record owner.

(9) Any determinations made by the Board of Directors pursuant to this Subparagraph (b) in good faith on the basis of such information and assistance as was then reasonably available for such purpose shall be conclusive and binding upon the Corporation and its shareholders, including any Substantial Stockholder.

(10) Nothing contained in this Subparagraph (b) shall be construed to relieve any Substantial Stockholder from any fiduciary obligation imposed by law.

(11) Any amendment, alteration, change or repeal of this Subparagraph (b) shall, in addition to any other vote or approval required by law or this Charter, require (i) the affirmative vote of the holders of at least 80% of the total number of votes entitled to be cast by the holders of all of the then outstanding shares of Common Stock (as determined in accordance with the provisions of this Subparagraph (b)), voting as a single class, and (ii) the affirmative vote of the holders of at least 80% of the then outstanding shares of Common Stock Non-Voting, voting as a separate class.

(12) Notwithstanding anything to the contrary in this Charter, in the event that, as a result of the enactment in the future of any law, rule or regulation binding upon the Corporation, the shares of Common Stock Non-Voting will become ineligible to be quoted and will cease to be quoted by NASDAQ or any successor entity and upon such quote cessation will not be listed or admitted to trading on any national securities exchange solely due to the vote limitations contained in clause (1) of this Subparagraph (b), such determination to be made by the Board of Directors of the Corporation, the provisions of this Charter providing for the vote limitation on the votes entitled to be cast by a Substantial Stockholder shall, without further action or deed by the Corporation, its directors or stockholders or any other person, be of no further force or effect, effective as of the latest date on which such law, rule or regulation permits or requires such a provision to become ineffective, to the extent necessary in order for the Common Stock Non-Voting to remain eligible for quotation on NASDAQ or any successor entity or be eligible for listing on any national securities exchange.

(c) The other class is Common Stock Non-Voting, and is in the amount of Eighty Million (80,000,000) shares of Common Stock Non-Voting. Each share of the Eighty Million (80,000,000) shares of Common Stock Non-Voting shall have exactly the same rights, terms and conditions as each share of the Eighty Million (80,000,000) shares of Common Stock, except that the Eighty Million (80,000,000) shares of Common Stock Non-Voting shall have no voting rights, except the Common Stock Non-Voting shall have the right to vote on: (1) a consolidation of the Corporation with another corporation, (2) a merger of the Corporation into another corporation, (3) a merger of the Corporation where the Corporation is the surviving corporation but the capital stock of the Corporation is converted into other securities or property, (4) a participation by the Corporation in a statutory share exchange whereby the capital stock of the Corporation is converted into other securities or property, (5) a dissolution of the Corporation, (6) a sale of all or substantially all of the assets of the Corporation not in the ordinary course of business, and (7) any amendment of this Charter repealing the right of the Common Stock Non-Voting to vote on any of the matters specified in this Subparagraph. As to all matters on which the Common Stock Non-Voting is entitled to vote, the Common Stock Non-Voting shall vote separately as one class, and the Common Stock shall vote separately as another class. The right of the Common Stock Non-Voting to vote cannot be repealed except by (a) the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock Non-Voting, voting separately as one class, and (b) the affirmative vote of the holders of a majority of the total number of votes entitled to be cast by the holders of all the outstanding shares of the Common Stock (after taking into account the provisions of Subparagraph (b) immediately preceding this Subparagraph (c)), voting separately as another class. The provisions of this Subparagraph (c) providing that the Common Stock and the Common Stock Non-Voting vote as separate classes cannot be amended, altered, changed or repealed except by (i) the affirmative vote of the holders of at least 80% of the total number of votes entitled to be cast by the holders of all the then outstanding shares of Common Stock (after taking into account the provisions of Subparagraph (b) immediately preceding this Subparagraph (c)), voting separately as one class, and (ii) the affirmative vote of the holders of at least 80% of the total number of votes entitled to be cast by the holders of all of the then outstanding shares of

Common Stock Non-Voting, voting separately as another class. The rights granted to Common Stock Non-Voting are not a limitation of any kind upon the sole and exclusive voting rights and powers of the Common Stock except in the limitations before set forth.

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

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

6. The Corporation reserves the right from time to time to make any amendments to this Charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights as expressly set forth in this Charter, of any of its outstanding capital stock by classification, reclassification or otherwise, and, notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of all the votes entitled to be cast, the vote of the holders of a majority of all the votes entitled to be cast thereon shall be sufficient to authorize the adopting of such amendments unless there is a specific condition to the contrary contained in this Charter.

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

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

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

10. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

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

Test: Lee Purcell

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

STATE OF MARYLAND

CITY OF BALTIMORE, To Wit:

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

As Witness my hand and Notarial Seal.

Lee Purcell
Notary Public

My commission expires 1st Monday
May, 1916.

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SECOND. That the Board of Directors of McCormick & Company, Incorporated, at a meeting duly convened and held on the 16th day of April, 1990, unanimously approved the foregoing Restatement of the Charter of the Corporation.

IN WITNESS WHEREOF, McCormick & Company, Incorporated has caused these presents to be signed in its name and on its behalf by its Vice President, Secretary and General Counsel and its Corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 16th day of April, 1990, and its Vice President, Secretary and General Counsel acknowledges that these Articles of Restatement are the act and deed of McCormick & Company, Incorporated, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MCCORMICK & COMPANY, INCORPORATED


W. Geoffrey Carpenter
Assistant Secretary

By: 
Richard W. Single, Sr.
Vice President, Secretary
& General Counsel

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