

As filed with the Securities and Exchange Commission on June 30, 1998.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A/A-1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

PILGRIM'S PRIDE CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE

(State of incorporation or organization)

110 SOUTH TEXAS STREET

PITTSBURG, TEXAS

(Address of principal executive offices)

75-1285071

(IRS Employer Identification No.)

75686-0093

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration file number to which this form relates: 1-9273

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
TO BE SO REGISTERED

Name of each exchange on which  
EACH CLASS IS TO BE REGISTERED

CLASS B COMMON STOCK,  
PAR VALUE \$.01 PER SHARE

NEW YORK STOCK EXCHANGE, INC.

Securities to be registered pursuant to Section 12(g) of the Act: NONE

On June 30, 1998, (i) the stockholders of Pilgrim's Pride Corporation (the "Company") approved an amendment (the "Amendment") to the Company's Certificate of Incorporation which would reclassify the Company's common stock, par value \$.01 per share, outstanding immediately prior to the filing of the Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of Delaware effecting the Amendment (the "Former Common Stock") as Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), authorize a new Class A Common Stock, par value \$.01 per share (the "Class A Common Stock" and, together with the Class B Common Stock, the "Common Stock"), increase the number of shares of the Company's authorized capital stock and establish the rights, powers and limitations of the Class A Common Stock and the Class B Common Stock, and (ii) the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of Delaware effecting the Amendment.

Accordingly, the Company's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on September 24, 1986, is hereby amended and restated in its entirety to read as follows:

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Company is registering hereby its Class B Common Stock (formerly, the Former Common Stock).

The Company's authorized capital stock consists of 5,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"), 100,000,000 shares of Class A Common Stock and 60,000,000 shares of Class B Common Stock.

The following summary of certain features of the Common Stock and Preferred

Stock does not purport to be complete and is subject to, and qualified in its entirety by, the provisions of the Company's Certificate of Incorporation, as amended, which is included as an exhibit to this Registration Statement and incorporated herein by reference.

#### COMMON STOCK

**IDENTICAL RIGHTS.** Except as otherwise expressly provided in the Certificate of Incorporation, as amended, all shares of the Common Stock will be identical and will entitle the holders of the Common Stock to the same rights and privileges.

**DIVIDENDS.** Subject to the prior rights and preferences of the Preferred Stock, if any, the holders of record of the Common Stock will be entitled to receive such dividends as may be declared by the Board of Directors out of any funds of the Company, except that (i) if dividends are declared that are payable in shares of Common Stock, such stock dividends will be payable at the same rate on each class of Common Stock and will be payable in shares of Class A Common Stock to holders of Class A Common Stock and in shares of Class B Common Stock to holders of Class B Common Stock and (ii) if dividends are declared that are payable in shares of common stock of another company, then such shares may differ as to voting rights to the extent that voting rights differ among the Class A Common Stock and the Class B Common Stock.

**STOCK SPLITS.** The Company will not subdivide, by stock split, reclassification, stock dividend, recapitalization or other subdivision, or combine the outstanding shares of one class of Common Stock unless the outstanding shares of both classes of Common Stock are capable of being proportionately subdivided or combined.

**LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock or any series thereof, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Company available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them. A liquidation, dissolution or winding-up of the Company, as such terms are used herein, will not be deemed to be occasioned by or to include any consolidation or merger of the Company with or into any other company or companies or other entity or a sale, lease, exchange or conveyance of all or a part of the assets of the Company.

**VOTING RIGHTS.** The holders of shares of the Class A Common Stock and the Class B Common Stock will vote as a single class on all matters submitted to a vote of the stockholders, with each share of Class A Common Stock entitled to 1 vote and each share of Class B Common Stock entitled to 20 votes, except as otherwise provided by law.

**CONSIDERATION ON MERGER, CONSOLIDATION, BUSINESS COMBINATION.** In any merger, consolidation or business combination, the consideration to be received per share by the holders of Class A Common Stock and Class B Common Stock will be identical for each class of stock, except that in any such transaction in which shares of common stock are to be distributed, such shares may differ as to voting rights to the extent that voting rights differ among the Class A Common Stock and the Class B Common Stock.

**PREEMPTIVE RIGHTS; SUBSCRIPTION RIGHTS; CUMULATIVE VOTING.** Stockholders of the Company will not be entitled to preemptive or subscription rights or to cumulative voting.

#### PREFERRED STOCK

The authorized Preferred Stock is issuable from time to time, in one or more series, at the discretion of the Board of Directors of the Company. The Board of Directors has authority, without further stockholder approval, to provide for the issuance of Preferred Stock in one or more series, and to determine the designations, rights, preferences and limitations of such series, including the relative ranking with other series, the voting rights, if any, the dividend rate, the redemption and liquidation rights, the conversion rights, if any, and any other rights, preferences, qualifications, limitations or restrictions.

#### CERTAIN ANTI-TAKEOVER EFFECTS

**TWO CLASSES OF COMMON STOCK.** The Amendment could result in certain anti-takeover effects. Currently, a person cannot succeed in a takeover of the Company without making an offer acceptable to Lonnie A. "Bo" Pilgrim (the "Founder") because of his substantial ownership of voting stock. Implementation of the Amendment will not change the voting power of the Founder, but it will give the Company more flexibility to issue Common Stock without substantial diminution of the voting power of the existing stockholders, including the Founder. If stockholders were to reject the Amendment and if the Company were to sell a substantial amount of Former Common Stock, the chances of success might improve for a tender offer or other takeover proposal or a proxy contest which would remove incumbent directors

notwithstanding the opposition of the Founder.

On the foregoing assumptions, the Amendment might be said to reduce the possibility of the stockholders receiving and accepting hostile takeover bids, which are often made at premiums over then-current market prices of the target company's stock. The Amendment may also render more difficult or discourage mergers, proxy contests, removal of current management or other changes in control of the Company which may be desired by substantial holders of the Company's equity securities, particularly if their holdings are primarily Class A Common Stock.

PREFERRED STOCK. Although the Board of Directors has no present intention to issue Preferred Stock, the issuance of shares of Preferred Stock, or the issuance of rights to purchase Preferred Stock, may have the effect of delaying, deferring or preventing a change in control of the Company or may increase or decrease the number of shares constituting each series.

SECTION 203 OF THE DELAWARE GENERAL CORPORATION LAW. Because the Company has not by a provision in its Certificate of Incorporation elected otherwise, it is subject to Section 203 of the Delaware General Corporation Law ("Section 203"), which imposes certain restrictions, described below, on "business combinations" with an "interested stockholder" that could produce anti-takeover effects in certain circumstances. Section 203 defines a business combination to include (i) any merger or consolidation involving the corporation and the interested stockholder; (ii) any sale, lease, exchange, mortgage, transfer, pledge or other disposition involving the interested stockholder of 10% or more of the assets of the corporation; (iii) subject to certain exceptions, any transaction which results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; (iv) any transaction involving the corporation which has the effect of increasing the proportionate share of the stock of any class or series of the corporation owned by the interested stockholder; or (v) the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation. In general, Section 203 defines an "interested stockholder" as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by such entity or person.

Subject to certain exceptions, Section 203 prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the time that such stockholder became an interested stockholder, unless (i) prior to such time, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder, (ii) upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced (not counting those shares owned by directors who are also officers and by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer), or (iii) at or subsequent to such time, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

Item 2. EXHIBITS.

EXHIBIT NO. DESCRIPTION OF EXHIBIT

1. Certificate of Incorporation of the Company, as amended (filed herewith).
2. Amended and Restated Corporate Bylaws of the Company (incorporated by reference to Exhibit 3.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 29, 1997, File No. 1-9273).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PILGRIM'S PRIDE CORPORATION

Date: June 30, 1998

By: /S/ RICHARD A. COGDILL  
Richard A. Cogdill  
Executive Vice President, Chief Financial Officer, Secretary  
and Treasurer

EXHIBIT INDEX

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EXHIBIT 1

CERTIFICATE OF INCORPORATION

OF

PILGRIM'S PRIDE CORPORATION

FIRST: The name of the Corporation is PILGRIM'S PRIDE CORPORATION.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 50,000,000 shares, consisting of 5,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock"), and 45,000,000 shares of common stock, par value \$.01 per share (the "Common Stock").

The following is a statement of the designations, preferences and relative, participating, optional or other special rights in respect of the classes of stock of the Corporation, and of the authority with respect thereto expressly vested in the Board of Directors of the Corporation:

PREFERRED STOCK

Shares of the Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation. The Board of Directors of the Corporation is hereby expressly authorized, subject to the limitations provided by law, to establish and designate series of the Preferred Stock, to fix the number of shares constituting each series, and to fix the designations and the relative powers, rights, preferences and limitations of the shares of each series and the variations in the relative powers, rights, preferences and limitations as between series, and to increase and to decrease the number of shares constituting each series.

COMMON STOCK

. DIVIDENDS. Subject to the prior rights and preferences of the Preferred Stock and subject to the provisions and on the conditions set forth in the foregoing part of this Article Fourth or in any resolution of the Board of Directors of the Corporation, dividends may be paid on the Common Stock in money, property or Common Stock, as and when declared by the Board of Directors of the Corporation out of any funds of the Corporation legally available for the payment thereof.

. VOTING. The shares of Common Stock shall be fully voting stock at the rate of one vote for each share of Common Stock.

. LIQUIDATION RIGHTS. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and after distribution in full of the preferential amounts to be distributed to the holders of shares of any and all series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

NAME	MAILING ADDRESS
Van M. Jolas	Rain Harrell Emery
Young & Doke	4200 RepublicBank
Tower	Dallas, Texas 75201

SIXTH: The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until his successor is elected and qualified is as follows:

NAME	MAILING ADDRESS
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Lonnie A. Pilgrim	P.O. Box 93, Pittsburg, Texas 75686
Clifford E. Butler	P.O. Box 93, Pittsburg, Texas 75686
Robert E. Hendrix	P.O. Box 93, Pittsburg, Texas 75686
James J. Miner, Ph.D.	P.O. Box 93, Pittsburg, Texas 75686
Charles L. Black	P.O. Box 93, Pittsburg, Texas 75686
Richard C. Larkin	P.O. Box 93, Pittsburg, Texas 75686
James G. Vetter, Jr.	P.O. Box 93, Pittsburg, Texas 75686
Robert E. Hilgenfeld	P.O. Box 93, Pittsburg, Texas 75686
Scott D. Jackson	P.O. Box 93, Pittsburg, Texas 75686
Vance C. Miller	P.O. Box 93, Pittsburg, Texas 75686
Lonnie Ken Pilgrim	P.O. Box 93, Pittsburg, Texas 7568

SEVENTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

( ) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

( ) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add or to repeal the By-Laws of the Corporation.

( ) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

( ) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Corporation's Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the

Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director of the Corporation (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 9th day of September, 1986.

/ S / VAN M. JOLAS  
Van M. Jolas



CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, Pilgrim's Pride Corporation, a Delaware Corporation, does hereby adopt the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent corporations is:

Name of CORPORATION	STATE
Pilgrim's Pride Corporation Texas	
Pilgrim's Pride Corporation Delaware	

2. The Plan and Agreement of Merger (the "Merger Agreement") between Pilgrim's Pride Corporation and Pilgrim's Pride Corporation, a Texas Corporation ("PPC"), dated October 25, 1986, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Pilgrim's Pride Corporation, a Delaware corporation.

4. The Certificate of Incorporation of Pilgrim's Pride Corporation shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the principal place of business of Pilgrim's Pride Corporation, 110 South Texas Street, Pittsburg, Texas 75686.

6. A copy of the Merger Agreement will be furnished by Pilgrim's Pride Corporation on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of PPC is 1,750,000 shares of common stock, par value \$1.00 per share.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed as of the 1st day of November, 1986.

Attest: PILGRIM'S PRIDE CORPORATION  
a Delaware corporation

/ S / CLIFFORD E. BUTLER By: / S / LONNIE A. PILGRIM

Clifford E. Butler Secretary of Directors and Officer	Lonnie A. Pilgrim Chairman of the Board Chief Executive Officer
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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made and entered into as of the 25th day of October, 1986, by and between Pilgrim's Pride Corporation, a Texas corporation ("PPC"), and Pilgrim's Pride Corporation, a Delaware corporation ("New PPC") (PPC and New PPC are hereinafter collectively referred to as the "Constituent Corporations");

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of PPC and New PPC have determined that it is desirable and in the best interest of each of the corporations to effect a merger of the corporations, whereby (i) PPC will be merged into New PPC, which will be the surviving corporation in the merger, (ii) each issued and outstanding share of common stock, par value \$.01 per share ("New PPC Common Stock"), of New PPC owned by PPC will be cancelled and (iii) each issued and outstanding share of common stock, par value \$1.00 per share ("PPC Common Stock"), of PPC will be converted into and become shares of New PPC Common Stock; and

WHEREAS, the respective Boards of Directors of PPC and New PPC have directed that the plan of merger be submitted to a vote of shareholders of PPC and New PPC, respectively;

WHEREAS, the respective Boards of Directors of PPC and New PPC have duly authorized the execution hereof;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, PPC and new PPC hereby agree that PPC shall be merged with and into New PPC in accordance with the terms and conditions of this Agreement and prescribe the terms and conditions of the merger of PPC into New PPC, the mode of carrying it into effect, the name of the surviving corporation, and such other details and provisions as are deemed necessary or desirable, as follows:

1. MERGER. Subject to the conditions hereinafter set forth, upon the filing of Articles of Merger as required under applicable law (the "Effective Time"), PPC shall be merged with and into New PPC, and New PPC shall be the surviving corporation and shall be governed by the laws of the State of Delaware.

2. TERMS AND CONDITIONS OF THE MERGER. At the Effective Time, (i) the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of New PPC in effect immediately prior to the Effective Time, (ii) the Bylaws of the surviving corporation shall be the Bylaws of New PPC in effect immediately prior to the Effective Time, (iii) the directors of the surviving corporation shall be the directors of New PPC in office immediately prior to the Effective Time, who shall serve until their successors shall have been elected and shall qualify, (iv) the officers of the surviving corporation shall be the officers of PPC in office immediately prior to the Effective Time, and (v) the registered office of the surviving corporation in the State of Delaware shall be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

This Merger Agreement shall constitute a Plan of Reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

At the Effective Time, the separate corporate existence of PPC shall cease, and New PPC shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations;

and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions and all other choses or things in action or belonging to each of the Constituent Corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in either of such Constituent Corporations, shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

At the Effective Time, New PPC assumes the due and punctual payment of the principal of, and premium, if any, and interest on, all of the Notes (as defined in the Collateral Trust Indenture Re: Pilgrim's Pride Corporation Dated as of October 1, 1986 (the "Indenture")), according to their respective tenor, and the due and punctual performance and observance of all of the covenants in the Notes, the Indenture and the documents evidencing or creating any other obligations secured by the Indenture.

New PPC, the surviving corporation, hereby (i) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of PPC and in any proceeding for the enforcement of the rights of a dissenting shareholder of PPC against New PPC, (ii) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding, and (iii) agrees that it will promptly pay to the dissenting shareholders of PPC the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

3. THE MANNER OF CONVERTING THE SHARES. At the Effective Time, (i) each of the issued and outstanding shares of New PPC Common Stock owned by PPC shall be cancelled and returned and resume the status of authorized, but unissued shares of New PPC Common Stock and (ii) the issued and outstanding shares of PPC Common Stock shall, by virtue of the merger and without any action, be converted into and become fully paid and nonassessable shares of New PPC Common Stock as set forth in the following table:

SHAREHOLDER	Number of Shares of PPC Common STOCK OUTSTANDING	Number of Shares of New PPC Common Stock Into Which CONVERTED
Lonnie A. Pilgrim	480,718	16,920,000
Lonnie A. Pilgrim, Trustee for Lonnie Ken Pilgrim	10,228	360,000
Lonnie A. Pilgrim, Trustee for Greta Pilgrim Owe	10,228	360,00
Lonnie A. Pilgrim, Trustee for Patrick Wayne Pilgrim	10,228	360,00

4. TERMINATION. This Agreement may be terminated and abandoned at any time

prior to the Effective Time, whether before or after action thereon by the shareholders of PPC or New PPC, by resolution of the Board of Directors of either PPC or New PPC. In the event of the termination and abandonment of this Agreement pursuant to the provisions of this Section, this Agreement shall be of no further force or effect.

5. FURTHER ACTIONS. The parties hereto agree to take all further actions and to execute and acknowledge and deliver all such further actions and to execute and acknowledge and deliver all such further instruments or documents as may be necessary or desirable to carry out the transactions provided for in this Agreement.

6. STOCK CERTIFICATES. At and after the Effective Time, all of the outstanding certificates which, immediately prior to the Effective Time, represented shares of PPC Common Stock shall be deemed for all purposes to evidence ownership of and to represent shares of New PPC Common Stock. The registered owner on the books and records of New PPC or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to New PPC or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions on, the shares of New PPC Common Stock evidenced by such outstanding certificate as above provided.

7. CONDITION TO EFFECTIVENESS. The obligations of the parties hereto to effect the merger contemplated hereby are subject to the completion of the purchase by PPC of shares of PPC Common Stock from certain of its shareholders pursuant to the provisions of the Stock Purchase Agreement of even date herewith among PPC, Doris Pilgrim Julian, Aubrey Hal Pilgrim, Paulette Pilgrim Rolston and Evanne Pilgrim by March 31, 1987.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed as of the date first above written.

ATTEST: PILGRIM'S PRIDE CORPORATION,  
a Texas corporation

/ S / CLIFFORD E. BUTLER By: / S / LONNIE A. PILGRIM  
Clifford E. Butler Lonnie A. Pilgrim  
Secretary Chairman of the Board of Directors  
and Chief Executive Officer

ATTEST: PILGRIM'S PRIDE CORPORATION,  
a Delaware corporation

/ S / CLIFFORD E. BUTLER By: / S / LONNIE A. PILGRIM  
Clifford E. Butler Lonnie A. Pilgrim  
Secretary Chairman of the Board of Directors  
and Chief Executive Officer

SECRETARY'S CERTIFICATE

I, Clifford E. Butler, do hereby certify that I am the duly elected and qualified secretary of Pilgrim's Pride Corporation, a Delaware corporation ("New PPC"), and that the holder of all of the issued and outstanding shares of common stock, par value \$.01 per share, of New PPC has approved and adopted the Plan and Agreement of Merger by and between New PPC and Pilgrim's Pride Corporation, a Texas corporation, dated as of October 25, 1986 by unanimous written consent dated as of October 25, 1986.

IN WITNESS WHEREOF, I have executed this Certificate as of the 1st day of November, 1986.

/ S / CLIFFORD E. BUTLER  
Clifford E. Butler

SECRETARY'S CERTIFICATE

I, Clifford E. Butler, do hereby certify that I am the duly elected and qualified secretary of Pilgrim's Pride Corporation, a Texas corporation ("PPC"), and that the holders of all of the issued and outstanding shares of common stock, par value \$1.00 per share, of PPC have approved and adopted the Plan and Agreement of Merger by and between PPC and Pilgrim's Pride Corporation, a Delaware corporation, dated as of October 25, 1986 by unanimous written consent dated as of November 1, 1986.

IN WITNESS WHEREOF, I have executed this Certificate as of the 1st day of November, 1986.

/ S / CLIFFORD E. BUTLER  
Clifford E. Butler



COUNTY OF DALLAS

BEFORE ME, a Notary Public in and for said County and State, personally appeared Lonnie A. Pilgrim and Clifford E. Butler, who being by me duly sworn, declared that they are the Chairman of the Board of Directors and Chief Executive Officer and Secretary, respectively, of Pilgrim's Pride Corporation, a Delaware corporation, that they signed the foregoing document as Chairman of the Board of Directors and Chief Executive Officer and Secretary, respectively, of said corporation, that the statements therein contained are true and acknowledged the instrument to be the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of October, 1986.

/ S / JULIA M. MARTIN  
Notary Public in and for  
the State of Texas

My Commission Expires:  
January 24, 1989

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, a Notary Public in and for said County and State, personally appeared Lonnie A. Pilgrim and Clifford E. Butler, who being by me duly sworn, declared that they are the Chairman of the Board of Directors and Chief Executive Officer and Secretary, respectively, of Pilgrim's Pride Corporation, a Texas corporation, that they signed the foregoing document as Chairman of the Board of Directors and Chief Executive Officer and Secretary, respectively, of said corporation, that the statements therein contained are true and acknowledged the instrument to be the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of October, 1986.

/ S / JULIA M. MARTIN  
Notary Public in and for  
the State of Texas

My Commission Expires:  
January 24, 1989

#### CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, Pilgrim's Pride Corporation, a Delaware Corporation, does hereby adopt the following Certificate of Ownership and Merger:

1. The name and state of incorporation of each of the constituent corporations is:

Name of  
CORPORATION

STATE

Cash Poultry, Inc.                      Arizona  
Pilgrim's Pride Corporation

Delaware





EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made and entered into as of the 10th day of March, 1988, by and between Cash Poultry, Inc., an Arizona corporation ("CPI") and Pilgrim's Pride Corporation, a Delaware corporation ("PPC") (hereinafter collectively referred to as the "Constituent Corporations");

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of CPI and PPC have determined that it is desirable and in the best interest of each of the corporations to effect a merger of the corporations, whereby (i) CPI will be merged into PPC, which will be the surviving corporation in the merger, (ii) each issued and outstanding share of common and preferred stock, par value \$100.00 per share ("CPI Stock"), of CPI owned by PPC will be cancelled and (iii) no new shares of PPC shall be issued in exchange therefor; and

WHEREAS, the respective Boards of Directors of CPI and PPC have duly authorized the execution hereof;

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, CPI and PPC hereby agree that CPI shall be merged with and into PPC in accordance with the terms and conditions of this Agreement and prescribe the terms and conditions of the merger of CPI into PPC, the mode of carrying it into effect, the name of the surviving corporation, and such other details and provisions as are deemed necessary of desirable, as follows:

1. MERGER. Subject to the conditions hereinafter set forth, upon the filing of Articles of Merger as required under applicable law (the "Effective Time"), CPI shall be merged with and into PPC, and PPC shall be the surviving corporation and shall be governed by the laws of the State of Delaware.

2. TERMS AND CONDITIONS OF THE MERGER. At the Effective Time, (i) the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of PPC in effect immediately prior to the Effective Time, (ii) the Bylaws of the surviving corporation shall be the bylaws of PPC in effect immediately prior to the Effective Time, (iii) the directors of the surviving corporation shall be the directors of PPC in office immediately prior to the Effective Time, who shall serve until their successors shall have been elected and shall qualify, (iv) the officers of the surviving corporations shall be the offices of PPC in office immediately prior to the Effective Time, and (v) the registered office of the surviving corporation in the State of Delaware shall be the Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

This Merger Agreement shall constitute a Plan of Reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

At the Effective Time, the separate

corporate existence of CPI shall cease, and PPC shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions and all other choses or things in action or belonging to each of the Constituent Corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in either of such Constituent Corporations, shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved, unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted to it.

PPC, the surviving corporation, hereby (i) agrees that it may be served with process in the State of Arizona in any proceeding for the enforcement of any obligation of CPI and in any proceeding for the enforcement of the rights of a dissenting shareholder of CPI against PPC, (ii) irrevocably appoints the Commissioner of the State of Arizona as its agent to accept service of process in any such proceeding, and (iii) agrees that it will promptly pay to the dissenting shareholders of CPI the amount, if any, to which they shall be entitled under the provisions of

10-007 of the Corporate Laws of the State of Arizona with respect to the rights of dissenting shareholders.

3. THE MANNER OF CONVERTING THE SHARES. At the Effective Time, each of the issued and outstanding shares of CPI Stock owned by PPC shall be cancelled and returned. No shares of stock of PPC shall be issued in exchange therefor.

4. TERMINATION. This Agreement may be terminated and abandoned at any time prior to the Effective Time, whether before or after action thereon by the shareholders of CPI or PPC, by resolution of the Board of Directors of either CPI or PPC. In the event of the termination and abandonment of this Agreement pursuant to the provisions of this Section, this Agreement shall be of no further force or effect.

5. FURTHER ACTIONS. The parties hereto agree to take all further actions and to execute and acknowledge and deliver all such further instruments or documents as may be necessary or desirable to carry out the transactions provided for in this Agreement.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed as of the date first above written.

ATTEST: CASH POULTRY, INC.,  
an Arizona corporation

/ S / CLIFFORD E. BUTLER By: / S / LONNIE A. PILGRIM  
Clifford E. Butler Lonnie A. Pilgrim,  
Secretary President

ATTEST: PILGRIM'S PRIDE CORPORATION,  
a Delaware corporation

/ S / CLIFFORD E. BUTLER By: / S / LONNIE A. PILGRIM  
Clifford E. Butler Lonnie A. Pilgrim  
Secretary Chief Executive Officer

STATE OF TEXAS

COUNTY OF CAMP

BEFORE ME, a Notary Public in and for said County and State, personally appeared Lonnie A. Pilgrim and Clifford E. Butler, who being by me duly sworn, declared that they are the Chief Executive Officer and Secretary, respectively, of Pilgrim's Pride Corporation, a Delaware Corporation, that they signed the foregoing document as Chief Executive Officer and Secretary, respectively, of said corporation; that the statements therein contained are true, and acknowledged the instrument to be the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10th day of March, 1988.

/ S / CYNTHIA A. JACKSON  
Notary Public in and for  
the State of Texas

My Commission Expires:  
7-12-89

STATE OF TEXAS

COUNTY OF CAMP

BEFORE ME, a Notary Public in and for said County and State, personally appeared

Lonnie A. Pilgrim and Clifford E. Butler, who being by me duly sworn, declared that they are the President and Secretary, respectively, of Cash Poultry, Inc., an Arizona Corporation, that they signed the foregoing document as President and Secretary, respectively, of said corporation, that the statements therein contained are true, and acknowledged the instrument to be the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10 day of March, 1988.

/ S / CYNTHIA A. JACKSON

Notary Public in and for  
the State of Texas

My Commission Expires:  
7-12-89

#### SECRETARY'S CERTIFICATE

I, Clifford E. Butler, do hereby certify that I am the duly elected and qualified secretary of Cash Poultry, Inc. and that the holders of all of the issued and outstanding shares of non-voting common and voting preferred stock, par value \$100.00 per share, of CPI have approved and adopted the Plan and Agreement of Merger by and between CPI and Pilgrim's Pride Corporation, a Delaware corporation, dated March 10, 1988 by unanimous consent dated March 10, 1988.

IN WITNESS WHEREOF, I have executed the Certificate as of the 10 day of March, 1988.

/ S / CLIFFORD E. BUTLER

Clifford E. Butler

CERTIFIED RESOLUTIONS APPROVING PLAN  
AND AGREEMENT OF MERGER

WHEREAS, there has been presented to and discussed at this meeting a proposed Plan and Agreement of Merger, a copy of which is attached hereto, providing for the Merger of Cash Poultry, Inc. into this Corporation; and

WHEREAS, this Board of Directors deems it to be in the best interests of this Corporation and its shareholders that the Plan and Agreement of Merger be approved and that Cash Poultry, Inc. and this Corporation be merged;

RESOLVED, that the terms and conditions of the proposed Plan and Agreement of Merger present to this meeting, and mode of carrying them into effect as well as the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation as set forth in the Plan and Agreement of Merger, are hereby approved;

RESOLVED FURTHER, that the President and the Secretary of this Corporation are directed to execute said Plan and Agreement of Merger in the name and on behalf of this Corporation and to deliver a duly executed copy thereof to Pilgrim's Pride, Inc.;

SECRETARY'S CERTIFICATE

I, Clifford E. Butler, do hereby certify that I am the duly elected and qualified Secretary of Pilgrim's Pride Corporation, and that the directors of Pilgrim's Pride Corporation have approved the above and foregoing Resolutions by unanimous consent at a meeting of the Board of Directors duly held on February 3, 1988.

SIGNED AND DATED this 10 day of March, 1988.

/ S / CLIFFORD E. BUTLER

Clifford E. Butler

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
PILGRIM'S PRIDE CORPORATION

Pilgrim's Pride Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

. Article Fourth of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"FOURTH:

AUTHORIZED SHARES

The total number of shares of stock which the Corporation shall have authority to issue is 165,000,000 shares, consisting of the following:

(1) 100,000,000 shares of Class A common stock, par value \$.01 per share (the "Class A Common Stock");

(2) 60,000,000 shares of Class B common stock, par value \$.01 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"); and

(3) 5,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

Upon the filing of this Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time"), and without any further action on the part of the Corporation or its stockholders, each share of the Corporation's common stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time (the "Existing Common Stock"), including shares held in the treasury of the Corporation, shall be automatically reclassified, changed, and converted into one fully paid and nonassessable share of Class B Common Stock, par value \$.01 per share. Any stock certificate that, immediately prior to the Effective Time, represents shares of the Existing Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of Class B Common Stock equal to the number of shares of the Existing Common Stock represented by such certificate prior to the Effective Time.

DESIGNATIONS, PREFERENCES, ETC. OF THE  
CAPITAL STOCK

The designations, preferences, powers, qualifications, and special or relative rights or privileges of the capital stock of the Corporation shall be as set forth below.

## COMMON STOCK

(1) IDENTICAL RIGHTS. Except as herein otherwise expressly provided, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(2) DIVIDENDS ON THE COMMON STOCK.

( ) Subject to the prior rights and preferences, if any, applicable to shares of the Preferred Stock or any series thereof, the holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock, or otherwise) as may be declared thereon by the Corporation's board of directors (the "Board of Directors") at any time and from time to time out of any funds of the Corporation legally available therefor, except that (i) if dividends are declared that are payable in shares of Common Stock, then such stock dividends shall be payable at the same rate on each class of Common Stock and shall be payable only in shares of Class A Common Stock to holders of Class A Common Stock and in shares of Class B Common Stock to holders of Class B Common Stock and (ii) if dividends are declared that are payable in shares of common stock of another corporation, then such shares may differ as to voting rights to the extent that voting rights now differ among the Class A Common Stock and the Class B Common Stock.

(b) Dividends payable under this subparagraph (2) shall be paid to the holders of record of the outstanding shares of Common Stock as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any shares of Common Stock issued as a dividend pursuant to this subparagraph (2) shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges.

(c) Notwithstanding anything contained herein to the contrary, no dividends on shares of Common Stock shall be declared by the Board of Directors or paid or set apart for payment by the Corporation at any time that such declaration, payment or setting apart is prohibited by applicable law.

(3) STOCK SPLITS RELATING TO THE COMMON STOCK. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization or otherwise) or combine the outstanding shares of one class of Common Stock unless the outstanding shares of both classes of Common Stock shall be proportionately subdivided or combined.

(4) LIQUIDATION RIGHTS OF THE COMMON STOCK. In the event of any

voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock or any series thereof, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them. A liquidation, dissolution, or winding-up of the Corporation, as such terms are used in this subparagraph (4), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange, or conveyance of all or a part of the assets of the Corporation.

(5) VOTING RIGHTS OF THE COMMON STOCK.

(a) The holders of the Class A Common Stock and the Class B Common Stock shall vote as a single class on all matters submitted to a vote of the stockholders, with each share of Class A Common Stock being entitled to one (1) vote and each share of Class B Common Stock being entitled to twenty (20) votes, except as otherwise provided by law.

(b) No holder of Common Stock shall be entitled to preemptive or subscription rights.

(6) CONSIDERATION ON MERGER, CONSOLIDATION, ETC. In any merger, consolidation, or business combination, the consideration to be received per share by the holders of Class A Common Stock and Class B Common Stock must be identical for each class of stock, except that in any such transaction in which shares of common stock are to be distributed, such shares may differ as to voting rights to the extent that voting rights now differ among the Class A Common Stock and the Class B Common Stock.

PREFERRED STOCK

Shares of the Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation. The Board of Directors of the Corporation is hereby expressly authorized, subject to the limitations provided by law, to establish and designate series of the Preferred Stock, to fix the number of shares constituting each series, and to fix the designations and the relative powers, rights, preferences and limitations of the shares of each series and the variations in the relative powers, rights, preferences and limitations as between series, and to increase and to decrease the number of shares



constituting each series."

IN WITNESS WHEREOF, Pilgrim's Pride Corporation has caused this Certificate to be executed by Lonnie A. Pilgrim, its authorized officer, on this 30th day of June, 1998.

PILGRIM'S PRIDE CORPORATION

/ S / LONNIE A. PILGRIM  
Lonnie A. Pilgrim, Chairman of the  
Board of Directors and  
Chief Executive Officer