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CERTIFICATE OF ORGANIZATION

of

HYVACS, LLC

The undersigned Organizer of a limited liability company organized under the Iowa Revised Uniform Limited Liability Company Act, Chapter 489, Code of Iowa, does hereby adopt the following Articles of Organization for said limited liability company.

ARTICLE I.

NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be: **HYVACS, LLC**

ARTICLE II.

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **Smith Peterson Law Firm, LLP, 35 North Main, Suite 300, Council Bluffs, Iowa 51503**. The initial registered agent at such address is **Lawrence J. Beckman**.

ARTICLE III.

PRINCIPAL OFFICE

The address of the principal *office of the limited liability company* is **10004 So. 152nd St., Omaha, Nebraska, 68138-3862**.

ARTICLE IV.

PERIOD OF DURATION

The limited liability company's existence shall commence upon the filing of this Certificate of Organization by the Secretary of State of Iowa and shall continue indefinitely, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

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ARTICLE V.

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or restatements thereof, shall be in writing.

IN WITNESS WHEREOF, the undersigned organizer has caused the execution of the foregoing Certificate of Organization on this 20 day of October, 2009.

Lawrence J. Beckman, Organizer

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RESTATED ARTICLES OF INCORPORATION
OF
HY-VEE, INC.

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TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 490.1007 of the Code of Iowa (1991), as amended, the undersigned Corporation adopts the following Restated Articles of Incorporation.

I. **NAME.** The name of the Corporation is Hy-Vee, Inc.

II. **PERPETUAL EXISTENCE.** The Corporation shall have perpetual existence.

III. **PURPOSE.** The Corporation shall have the unlimited power to engage in and do any lawful act concerning any and all lawful business for which a corporation may be organized in Iowa.

IV. **CAPITAL STOCK: THREE CLASSES.** The capital stock of this Corporation shall be divided into three classes and designated as follows:

PREFERRED STOCK, consisting of 10,000,000 authorized shares with the par value of Ten Dollars ($10.00) each;

COMMON STOCK consisting of 30,000,000 authorized shares with the par value of Ten Dollars ($10.00) each; and

CLASS I COMMON STOCK consisting of 30,000,000 authorized shares with the par value of Ten Dollars ($10.00) each.

A. **PREFERRED STOCK.** The preferences, rights and limitations of the Preferred Stock shall be as follows:

1. **Preferences, Rights and Dividends.** The holders of Preferred Stock shall be entitled to have and receive, when and as declared from the surplus or net profits of the Corporation, such dividends as fixed from time to time by the Board of Directors at its discretion, but in all events only in the same per share amount and on the same dates as simultaneously declared for the Common Stock. Each and every certificate of Preferred Stock shall be subject to redemption,

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and may at the option of the Board of Directors be called and retired as hereinafter provided at any time at a price ("Preferred Stock Redemption Price") equal to the lesser of (a) the buy-sell price for the Common Stock and Class I Common Stock as determined by the Corporation and used in its transactions with Common and Class I Common Shareholders or (b) the par value of Ten Dollars ($10.00) plus all dividends thereon accrued and unpaid plus said Preferred Stock's share of the remaining net worth of the Corporation after deducting the par values and accrued and unpaid dividends for all three capital stocks, all calculated as of the date set for redemption (pursuant to this Subsection) or repurchase (pursuant to Subsection 3 hereafter) and determined on an equal per share basis with the Common Stock and Class I Common Stock.

The par value of the Preferred Stock and all dividends to which it is entitled shall have first priority on the net assets of the Corporation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to be paid in full both the par value of their shares in the amount of Ten Dollars ($10.00) each and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the Common Stock and Class I Common Stock. However, in the event that after payment or provision for payment of both the debts and other liabilities of the Corporation, the remaining net assets of the Corporation are not sufficient to pay the holders of the Preferred Stock their par value and accrued dividends, then the remaining net assets of the Corporation shall be divided among and paid pro rata to the holders of the Preferred Stock (to the exclusion of the holders of the Common Stock and Class I Common Stock).

After payment of par value and accrued dividends has been made in full to the holders of the Preferred Stock, then the holders of the Common Stock and Class I Common Stock shall be entitled to be paid in full both the par value of Ten Dollars ($10.00) each for their shares and the unpaid dividends accrued thereon, as hereinafter provided. After the payment to all shareholders, preferred, common and Class I common, of the par value of their shares and accrued dividends, the remaining net assets of the Corporation shall be divided among and paid pro rata to the holders of the Preferred Stock, Common Stock and Class I Common Stock.

2. **Call Notice and Retirement.** Notice of the intention to call and retire a Preferred Stock certificate shall be given to the holder thereof not less than ten (10) days before the date set for redemption. Such notice shall be deemed given when served personally upon the owner of the certificate, or when placed in an envelope, postage prepaid, addressed to the holder of the certificate at the holder's address as it appears upon the books of the Corporation and deposited in any United States Post Office. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. Upon such redemption date, or upon such earlier date as the Board of Directors shall designate for payment of the Preferred Stock Redemption Price as above defined (unless the Corporation shall default in the payment of the Preferred Stock Redemption Price as set forth in such notice), the holders of certificates for shares of Preferred Stock selected for redemption and to whom notice has been duly given shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof, and shall have no voting or other rights with respect to such shares except the right to receive the moneys payable upon such redemption from the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

3. **Limitations on Transfer; Offer by Initial Holder and Option to Repurchase Offered Preferred Stock by Corporation.** Should any initial holder determine that all or a part of its Preferred Stock should be transferred or sold, then the following terms and conditions shall apply:

(a) The initial holder must first offer the full number of shares of Preferred Stock then to be transferred or sold ("Offered Preferred Stock") to Corporation for repurchase by Corporation. Said offer shall be delivered in writing by certified mail to the Secretary of Corporation prior to December 1 immediately preceding the initial January 2 option repurchase date as hereinafter set forth.

(b) Upon receipt of the initial holder's offer to sell all or a part of its Preferred Stock to Corporation, Corporation shall have ten successive independent annual options to repurchase not less than one-tenth (1/10th) and up to all of the Offered Preferred Stock on the following ten successive second days of January after the offer.

(c) The first annual option shall be exercised for not less than one-tenth (1/10th) and up to all of the Offered Preferred Stock on or before January 2 immediately following the offer by delivery to the initial holder of a certified check in an amount equal to the Preferred Stock Redemption Price as hereinabove defined for the part of the Offered Preferred Stock to be then repurchased. Delivery of said certified check shall constitute exercise of said option to the extent thereof without any further notice requirement; failure to deliver payment shall constitute a failure to exercise said option to the extent of the insufficiency without the requirement of further notice, and the initial holder may transfer the released shares (only) for that year as provided in Subsection (f) below. Initial holder shall endorse and deliver the appropriate certificates to Corporation for cancellation upon receipt of payment.

(d) On the January 2 of each of the subsequent nine years, Corporation's successive independent options to repurchase Offered Preferred Stock shall be exercised or lost in the same manner and on the same conditions as set forth in Subsection (c) above, provided, however, that the number of shares of Offered Preferred Stock which may be repurchased on the second January 2 after the offer was made shall be not less than one-ninth (1/9th) and up to all of the remaining Offered Preferred Stock, on the third January 2 not less than one-eighth (1/8th) and up to all of the remaining Offered Preferred Stock, on the fourth January 2 not less than one-seventh (1/7th) and up to all of the remaining Offered Preferred Stock, on the fifth January 2 not less than one-sixth (1/6th) and up to all of the remaining Offered Preferred Stock, on the sixth January 2 not less than one-fifth (1/5th) and up to all of the remaining Offered Preferred Stock, on the seventh January 2 not less than one-fourth (1/4th) and up to all of the remaining Offered Preferred Stock, on the eighth January 2 not less than one-third (1/3rd) and up to all of the remaining Offered Preferred Stock, on the ninth January 2 not less than one-half (½) and up to all of the remaining

Offered Preferred Stock, and on the tenth January 2 not less than all the remaining Offered Preferred Stock. There shall be no option available to repurchase Offered Preferred Stock after the tenth.

(e) The terms and conditions set forth above shall apply independently to each offer of Preferred Stock by any initial holder to Corporation with the options to repurchase separately applied and not combined with any prior offer(s) and resulting options.

(f) This is a yearly option only to repurchase the Offered Preferred Stock from the initial holder as above set forth, and in the event Corporation fails to repurchase the minimum fractional amount of said Offered Preferred Stock as above and aforementioned, then the initial holder is thereafter free to transfer or sell the difference between the minimum number of shares subject to option for that year and the number of shares for which the option was actually exercised to any third party, provided, however, that any subsequent holder which acquires Offered Preferred Stock that Corporation did not repurchase from the initial holder pursuant to the option above set forth shall in each instance before another transfer or sale give Corporation the first right to purchase said Preferred Stock on the same terms and conditions as the then bonafide third party offer for a period of thirty (30) days after delivery to Corporation of written notice of intent to transfer or sell.

4. **No Voting Rights.** Except as hereinafter provided in Subsection 5, the holders of Preferred Stock shall not be entitled to any voice in the management of the Corporation, or to any voting powers at any shareholders' meeting. The sole management of the Corporation shall be in the hands of the holders of Common Stock and Class I Common Stock, and they alone shall be entitled to vote at any meeting of the shareholders of the Corporation.

5. **Approval of Changes in Preferences, Rights, and Limitations.** So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of the holders of at least two-thirds of the outstanding shares of Preferred Stock, voting as a class, change the preferences, rights or

limitations with respect to the Preferred Stock in any material respect prejudicial to the holders thereof nor increase the authorized number of shares of the Preferred Stock, but nothing herein contained shall require such a class vote or consent in connection with the authorization, designation, increase or issuance of any class or series of stock ranking below the Preferred Stock, and provided further that no such vote or written consent of the holders of the Preferred Stock shall be required if, at or prior to the time when any such change is to take effect, provision is made for the redemption in accordance with the provisions of and not earlier than at the date permitted herein of all shares of the Preferred Stock at the time outstanding. The provisions of this subsection shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures, and other obligations, to incur indebtedness to banks and to other lenders, nor shall this subsection in any manner be construed to limit the sale, redemption, or transfer of Common Stock or Class I Common Stock by the Corporation or its holders.

B. <u>COMMON STOCK.</u> The preferences, rights and limitations of Common Stock shall be as follows:

1. <u>Preferences, Rights and Dividends.</u> The holders of the Common Stock shall be entitled to have and receive, when and as declared from the surplus or net profits of the Corporation, such dividends as fixed from time to time by the Board of Directors at its discretion, but in all events only in the same per share amount and on the same dates as simultaneously declared for the Preferred Stock. The par value of the Common Stock and all dividends to which it is entitled, together with the par value of the Class I Common Stock and all dividends to which it is entitled, shall have second priority on the net assets of the Corporation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the Common Stock and Class I Common Stock (holders of Preferred Stock having been previously paid their respective par value and accrued dividends as aforesaid) shall be entitled to be paid in full both the par value of their shares in the amount of Ten Dollars ($10.00) each and the unpaid dividends accrued thereon. However, in the event that after payment or provision for payment of the debts and other liabilities of the Corporation the remaining net assets of the Corporation are not sufficient to pay the holders of the Common Stock and Class I Common

Stock(after payment of the par value of the Preferred Stock with dividends accrued), then the remaining net assets of the Corporation shall be divided among and paid pro rata to the holders of the Common Stock and Class I Common Stock. After the payment to all shareholders, preferred, common and Class I common, of the par value of their shares and accrued dividends, the remaining net assets of the Corporation shall be divided among and paid pro rata to the holders of the Preferred Stock, Common Stock and Class I Common Stock.

2. **Limitations on Transfer.** The holders of shares of Common Stock shall be subject to the limitations with respect to the sale or other transfer thereof set forth in Section D.

C. **CLASS I COMMON STOCK.** The preferences, rights and limitations of Class I Common Stock shall be as follows:

1. **Preferences, Rights and Dividends.** The holders of the Class I Common Stock shall be entitled to have and receive, when and as declared from the surplus or net profits of the Corporation, the same dividend per share as may be fixed from time to time by the Board of Directors at its discretion with respect to the Common Stock, provided that the holders of the Common Stock have first received, for any fiscal year with respect to which dividends are declared, a non-cumulative dividend in the amount of One Dollar ($1.00) per share of Common Stock. The par value of the Class I Common Stock and all dividends to which it is entitled, together with the par value of the Common Stock and all dividends to which it is entitled, shall have second priority on the net assets of the Corporation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the Class I Common Stock and Common Stock (holders of Preferred Stock having been previously paid their respective par value and accrued dividends as aforesaid) shall be entitled to be paid in full both the par value of their shares in the amount of Ten Dollars ($10.00) each and the unpaid dividends accrued thereon. However, in the event that, after payment or provision for payment of the debts and other liabilities of the Corporation, the remaining net assets of the Corporation are not sufficient to pay the holders of the Class I Common Stock and the Common Stock (after payment of the par value of the Preferred Stock with dividends accrued), then the remaining net assets of the Corporation shall be divided

among and paid pro-rata to the holders of the Class I Common Stock and the Common Stock. After the payment to all shareholders, preferred, common and Class I common, of the par value of their shares and accrued dividends, the remaining net assets of the Corporation shall be divided among and paid pro rata to the holders of the Preferred Stock, Common Stock and Class I Common Stock.

2. <u>**Conversion of Class I Common Stock.**</u> Shares of Class I Common Stock shall be convertible, on a share-for-share basis and without the payment of any additional consideration, into fully paid and non-assessable shares of Common Stock in accordance with (a), (b) or (c) as follows:

(a) at the election ("Election") of the holder of shares of Class I Common Stock, with respect to all (and not part) of the holder's shares of Class I Common Stock, provided that: (i) the holder shall have owned one or more shares of the Class I Common Stock for a period of at least one year and shall own as of the Notice Date (as hereinafter defined) at least 500 shares of the Class I Common Stock and (ii) such conversion shall not cause the number of record holders of the Common Stock, as determined by and at the discretion of the Board of Directors, to exceed 485 record holders as of the Conversion Date (as hereinafter defined) or the end of the next succeeding fiscal year-end of the Corporation. A holder shall make the Election by giving written notice thereof to the Corporation, and by surrendering to the Corporation any certificate or certificates representing the holder's shares of Class I Common Stock properly assigned or endorsed to the Corporation, on or before December 1 of any year ("Notice Date"), and conversion shall be effected on or as of the following January 2 ("Conversion Date"), or on or before such other Notice Date and on or as of such other Conversion Date as may be fixed from time to time by the Board of Directors. An Election shall be irrevocable by the holder except with the consent of the Corporation. In the event that, as of any Notice Date, more than one holder shall make the Election and the effectuation of conversion with respect to all such holders would cause the number of record holders of the Common Stock, as determined by and at the discretion of the Board of Directors, to exceed 485 record holders, then conversion shall be effected only as to that number of holders which shall not cause the number

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of record holders of the Common Stock to exceed 485 record holders, and the holders comprising such permitted number shall be determined by according priority to holders who have held shares of Class I Common Stock for the longest period of time. Shares of Class I Common Stock which have been converted into shares of Common Stock as provided in this Subsection 2(a) shall revert to the status of authorized but unissued shares of Class I Common Stock available for re-issuance by the Corporation.

(b) automatically, with respect to all outstanding shares of Class I Common Stock and without any action by the holders thereof, at such time and in such manner as shall permit the shares of Class I Common Stock to participate on an equal basis with the shares of Common Stock, in the event of any merger or consolidation of the Corporation with or into another person, sale of all or substantially all of the assets of the Corporation, or similar transaction, in connection with which all the outstanding shares of the Common Stock would be converted into or exchangeable for securities of another person, cash or other property.

(c) automatically, with respect to all outstanding shares of Class I Common Stock and without any action by the holders thereof: (i) immediately prior to the closing of a firm commitment underwritten public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended, covering the offer and sale of shares of Common Stock for the account of the Corporation to the public, or (ii) upon the effectiveness of the registration by the Corporation of the Common Stock under Section 12(g) of the Securities Exchange Act of 1934, as amended, after the end any fiscal year of the Corporation on the last day of which shares of the Common Stock were held of record by 500 or more record holders.

The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of the Class I Common Stock.

3. <u>**Capital Adjustments.**</u> The number of outstanding shares of Class I Common Stock shall be proportionately adjusted to reflect, as deemed equitable and

appropriate by the Board of Directors, any stock dividend, stock split or share combination of the Common Stock or recapitalization of the Corporation.

4. **Limitations on Transfer.** The holders of shares of Class I Common Stock shall be subject to the limitations with respect to the sale or other transfer thereof set forth in Section D.

5. **Voting Rights.** Except as hereinafter provided in Subsection 6 or as otherwise required by law, the holders of the Class I Common Stock shall be entitled to vote together with the holders of the Common Stock, and not as a class, at any meeting of the shareholders of the Corporation and shall be entitled to a one-half (½) vote for each share of Class I Common Stock held on each matter voted on at any meeting of the shareholders of the Corporation, except that such holders of Class I Common Stock shall be entitled to one (1) vote per share with respect to any shareholder vote to approve or disapprove any merger or consolidation of the Corporation with or into another person, sale of all or substantially all of the assets of the Corporation, or similar transaction, in connection with which all of the outstanding shares of the Common Stock would be converted into or exchangeable for securities of another person, cash or other property.

6. **Approval of Changes in Preferences, Rights, and Limitations.** So long as any shares of Class I Common Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of the holders of a majority of the outstanding shares of Class I Common Stock, voting as a class, change the preferences, rights or limitations with respect to the Class I Common Stock in any material respect prejudicial to the holders thereof nor increase the authorized number of shares of the Class I Common Stock.

D. **LIMITATIONS ON TRANSFER OF COMMON STOCK AND CLASS I COMMON STOCK; CORPORATION OPTION TO PURCHASE.** No holder of shares of Common Stock or Class I Common Stock shall have the right to sell or otherwise transfer the same without first giving to the Corporation for a period of sixty (60) days an irrevocable option to purchase said shares of Common Stock or Class I Common Stock. Upon its exercise of the option, the Corporation shall designate a date within such period of sixty (60) days on which it shall purchase and take title to said shares of Common Stock or Class I Common Stock (the "Purchase Date"). The Corporation shall have the option of paying the holder the purchase price of said shares either (i) in a single cash payment or (ii) in installments over a period not to exceed ten (10) years from the Purchase Date. The purchase price of said shares of Common Stock or Class I Common Stock shall be the book value thereof as determined by an independent firm of certified public accountants at the last annual audit of the books of the Corporation next preceding the date the holder delivered to the Corporation written notice of intention to sell or otherwise transfer said shares of Common Stock or Class I Common Stock. For purposes of this Section D, the death of the holder shall constitute, as of the date thereof, such holder's delivery to the Corporation of written notice of intention to sell or otherwise transfer such holder's shares of Common Stock or Class I Common Stock, and the Corporation shall have sixty (60) days from such date to exercise the option provided for herein. These limitations on transfer shall be binding upon all holders of shares of the Common Stock or the Class I Common Stock and their heirs, legatees, next of kin, transferees, assigns, executors, administrators, trustees and legal representatives.

V. **REGISTERED OFFICE AND AGENTS.** The street address of the Corporation's registered office in Iowa and the names of its registered agents at that office are:

James D. Meyer
5820 Westown Parkway
West Des Moines, Iowa 50266

VI. **NON-LIABILITY AND INDEMNIFICATION.**

A. **PERSONAL LIABILITY OF DIRECTORS.** A director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (3) for a transaction from which the director derives an improper benefit, or (4) under Section 490.833 of the Code of Iowa (1991) regarding unlawful distributions.

B. **REPEAL OR MODIFICATION.** If the Code of Iowa (1991) is amended to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of directors of the Corporation will be eliminated or limited to the fullest extent permitted by the Code of Iowa, as so amended. Any repeal or modification of the provisions of this Article of the Articles of Incorporation by the shareholders of the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

C. **INDEMNIFICATION.** Each individual who is or was a director of the Corporation (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director of the Corporation or is or was serving at the request of the Corporation as a manager, director, officer, partner, trustee, employee of agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

D. **EXTENSION.** The Corporation may, by action of its Board of Directors, provide indemnification to such of the officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by applicable law.

E. **NON-EXCLUSIVITY.** The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute or otherwise.

VII. PRIOR RESTATED ARTICLES SUPERSEDED. These duly adopted Restated Articles of Incorporation supersede the prior Restated Articles of Incorporation and all amendments thereto.

VIII. SHAREHOLDER APPROVAL. These Restated Articles of Incorporation were approved and adopted by the shareholders on the 13th day of December, 2000. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Restated Articles of Incorporation, and the number of votes of each voting group indisputably represented at the meeting were as follows:

Designation of Group	Shares outstanding	Votes Entitled To Be Cast On Restated Articles	Votes Represented at Meeting
Common	8,110,345	8,110,345	7,984,713

The total number of votes cast for and against the Restated Articles of Incorporation by each voting group entitled to vote separately on the Restated Articles of Incorporation is as follows:

Voting Group	Votes For	Votes Against
Common	7,984,713	0

The number of votes cast for the Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

Dated this 13th day of December, 2000.

HY-VEE, INC.

By Ronald D. Pearson
Ronald D. Pearson, President

By James D. Meyer
James D. Meyer, Assistant Secretary

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STATE OF IOWA
Secretary of State Office

C# 413

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning December 14, 2000 ~~to and including the date below.~~

Dated March 26, 2024

Paul D. Pate
Secretary Of State

By Diane Burdette

STATE OF IOWA SECRETARY OF STATE SEAL

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ARTICLES OF AMENDMENT

OF

HY-VEE, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment to the corporation's Restated Articles of Incorporation.

1. The name of the corporation is Hy-Vee, Inc.

2. The following language in Article IV of the Restated Articles of Incorporation is stricken:

"COMMON STOCK consisting of 30,000,000 authorized shares with the par value of Ten Dollars ($10.00) each; and

CLASS I COMMON STOCK consisting of 30,000,000 authorized shares with the par value of Ten Dollars ($10.00) each."

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and the following language is inserted therefore:

"COMMON STOCK consisting of 50,000,000 authorized shares with the par value of Ten Dollars ($10.00) each; and

CLASS I COMMON STOCK consisting of 50,000,000 authorized shares with the par value of Ten Dollars ($10.00) each."

3. The amendment was duly approved by the shareholders on December 10, 2008 in the manner required by Chapter 490, Code of Iowa, and by the Restated Articles of Incorporation.

HY-VEE, INC.

By [signature]
Richard N. Jurgens,
President

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STATE OF IOWA

Secretary of State Office

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I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning January 16, 2009 ~~to and including the date below.~~

Dated March 26, 2024

Paul D. Pate

Secretary Of State

By Diane Burdette

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ARTICLES OF AMENDMENT

OF

HY-VEE, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment to the corporation's Restated Articles of Incorporation.

1. The name of the corporation is Hy-Vee, Inc.

2. The following language in Article IV of the Restated Articles of Incorporation is stricken:

"COMMON STOCK consisting of 50,000,000 authorized shares with the par value of Ten Dollars ($10.00) each; and

CLASS I COMMON STOCK consisting of 50,000,000 authorized shares with the par value of Ten Dollars ($10.00) each."

and the following language is inserted in lieu thereof:

"COMMON STOCK consisting of 150,000,000 authorized shares with the par value of Ten Dollars ($10.00) each; and

CLASS I COMMON STOCK consisting of 150,000,000 authorized shares with the par value of Ten Dollars ($10.00) each."

3. The amendment was unanimously approved by shareholders of both classes on December 9, 2015 in the manner required by Chapter 490, Code of Iowa, and by the Restated Articles of Incorporation. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment and the number of votes of each voting group indisputably represented at the meeting is as follows:

DESIGNATION	SHARES OUT-STANDING	VOTES ENTITLED TO BE CAST	VOTES REPRESENTED
Common	20,010,818	20,010,818	19,703,258
Class I Common	250,942	250,942	250,620

The total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment is as follows:

DESIGNATION	VOTES FOR	VOTES AGAINST
Common	19,703,258	None
Class I Common	250,620	None

The number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

HY-VEE, INC.

By ______________________

Mic Jurgens,
Senior Vice President, Secretary

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STATE OF IOWA

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STATE OF IOWA

Secretary of State Office

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I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning May 13, 2016 ~~to and including the date below~~

Dated March 26, 2024

Paul D. Pate

Secretary Of State

By Diane Burdette

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