

# Delaware

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The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HUNTINGTON INGALLS INDUSTRIES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2021, AT 9:28 O`CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

4856090 8100  
SR# 20211726209

Authentication: 203185271  
Date: 05-12-21

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
HUNTINGTON INGALLS INDUSTRIES, INC.**

Huntington Ingalls Industries, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify as follows:

1. This Certificate of Amendment (the “Certificate of Amendment”) amends the provisions of the Corporation’s Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on March 30, 2011, as amended by a Certificate of Amendment filed with the Secretary of State of the State of Delaware on May 29, 2014, and a Certificate of Amendment filed with the Secretary of State of the State of Delaware on May 21, 2015 (as so amended, the “Certificate of Incorporation”).
2. This amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.
3. Article Sixth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

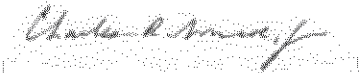
SIXTH: The Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than a majority in voting power of all outstanding shares of capital stock entitled to vote thereon, voting as a single class, and by the holders of any one or more classes or series of capital stock entitled to vote thereon as a separate class pursuant to one or more resolutions adopted by the Board of Directors (or an authorized committee thereof) in accordance with Section 2 of Article Fourth hereof.

4. Article Fourteenth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

FOURTEENTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 12th day of May, 2021.

HUNTINGTON INGALLS INDUSTRIES, INC.

By:  \_\_\_\_\_

Name: Charles R. Monroe, Jr.  
Title: Corporate Vice President, Associate  
General Counsel and Secretary