

RESTATED CERTIFICATE OF INCORPORATION
OF
BED BATH & Beyond Inc.

(under Section 807 of the Business Corporation Law)

The undersigned, being the President and Secretary, respectively, of PED BATH & Beyond Inc., pursuant to Section 807 of the Business Corporation Law of the State of New York (the "Business Corporation Law"), do hereby restate, certify and set forth:

1. The name of the corporation is BED BATH & Beyond Inc. The name under which the corporation was originally formed is B & B Textile Corporation.

2. The original Certificate of Incorporation was filed by the Department of State on October 5, 1971.

3. The Certificate of Incorporation, as amended heretofore, is hereby further amended to effect the following amendments authorized by the Business Corporation Law:

- (a) Paragraph THIRD relating to the authorized capital stock of the corporation is amended to: (i) increase the number of shares which the corporation has the authority to issue from 100,000 shares, consisting of 50,000 shares of Class A Common, Voting no par value shares ("Class A Common") and 50,000 shares of Class B Common,

Non-Voting no par value shares ("Class B Common"), all of which are issued and outstanding, to 71,000,000 shares, consisting of 70,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and 1,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock"), and (ii) convert each issued and outstanding share of Class A Common and Class B Common at the rate of 145.625 for one into 14,562,508 shares of Common Stock; provided, however, that if a shareholder would be entitled to receive a fractional share of Common Stock based upon the foregoing conversion ratio, such shareholder shall receive a whole share of Common Stock in lieu of such fractional share.

- (b) revise the description of the corporate purposes of the corporation;
- (c) add a provision, subject to conditions and qualifications provided by statute, eliminating or limiting the personal liability of directors to the corporation or its shareholders for damages for any breach of duty in such capacity;
- (d) change the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him;

(e) delete the provision relating to contracts or other transactions between the corporation and one or more of its directors, or between the corporation and any other entity in which one or more of its directors are directors or officers; and

(f) add a provision providing for a classified board in the event the Business Corporation Law is hereafter amended to provide that a classified board may include less than three directors in each class.

4. The text of the Certificate of Incorporation as heretofore and hereby amended is hereby restated as amended to read as herein set forth in full:

FIRST: The name of the corporation is Bed Bath & Beyond Inc.

SECOND: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation may not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

THIRD: The office of the corporation is to be located in the County of New York, State of New York.

FOURTH: (a) Authorized Classes of Stock: The total number of shares which the corporation shall have the authority to issue is 71,000,000, of which 70,000,000 shares are designated Common Stock, par value \$.01 per share ("Common Stock"), and 1,000,000 shares are designated Preferred Stock, par value \$.01 per share ("Preferred Stock");

(b) Description of Preferred Stock: The Board of Directors is hereby authorized to issue the shares of the Preferred Stock from time to time in one or more classes or series, each such class or series to have such rights, preferences and limitations as shall be determined by the Board of Directors in a resolution or resolutions providing for the issue of such class or series of Preferred Stock, including, but not limited to, the determination of the following rights, preferences and limitations:

(i) the rate of dividend;

- (ii) whether shares can be redeemed or called and, if so, the redemption or call price and terms and conditions of redemption or call;
- (iii) the amount payable upon shares in the event of dissolution, voluntary and involuntary liquidation or winding up of the affairs of the corporation;
- (iv) purchase, retirement or sinking fund provisions, if any, for the call, redemption or purchase of shares;
- (v) the terms and conditions, if any, on which shares may be converted into Common Stock or any other securities;
- (vi) whether or not shares have voting rights, and the extent of such voting rights, if any; and
- (vii) whether shares shall be cumulative, noncumulative, or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall determine the number of shares constituting each class or series of Preferred Stock and each series of a class shall have a distinguishing designation.

FIFTH: No shareholder of this corporation shall, by reason of his holding of Common Stock, have any preemptive or preferential right to purchase or subscribe to any shares of stock of this corporation now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or other rights to purchase shares now or hereafter authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend rights of such shareholder, other

than such rights, if any, as the Board of Directors in its discretion, from time to time, may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of stock of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or other rights to purchase shares of stock, without offering any such shares of stock or other securities or rights, either in whole or in part, to the existing shareholders of the corporation.

SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is Bed Bath & Beyond Inc., 715 Morris Avenue, Springfield, New Jersey 07081, Attention: Chairman.

SEVENTH: (a) The number of directors comprising the entire Board of Directors shall be fixed from time to time in accordance with the specific provisions of the By-laws of the corporation.

(b) In the event the Business Corporation Law is hereafter amended to provide that a classified board may include less than three directors in each class, and that the Business Corporation Law, as so amended, would permit the Board of Directors then in office to be divided into three classes, at the first annual meeting of shareholders following the effective date of such change in the Business Corporation Law the Board of

Directors shall, without further action of the directors or the shareholders (except as otherwise then required by the Business Corporation Law and except for the nomination and election of directors for each class), be divided into three classes, each class to be as nearly equal in number as possible. The classes shall be designated as Class A, Class B and Class C. The term of office of the initial Class A directors shall expire at the first succeeding annual meeting of shareholders following their initial classification and election; that of the initial Class B directors at the second succeeding annual meeting of shareholders; and that of the initial Class C directors at the third succeeding annual meeting of shareholders. At each annual meeting of shareholders following such initial classification, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election. Each director shall be elected by a plurality of votes cast at the annual meeting of shareholders by the holders of shares entitled to vote thereon to serve until his or her respective successor is duly elected and qualified. In the event the Board of Directors is classified pursuant to this subsection (b), the provisions of this subsection (b) of Paragraph SEVENTH may only be amended or modified by vote of the holders of at least 80% of all outstanding shares entitled to vote thereon at a meeting of shareholders.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any of its shareholders for damages for any breach of duty in such capacity except for liability of any director if a judgment or other final adjudication adverse to the director establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law. If the Business Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Business Corporation Law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

5. This Restated Certificate of Incorporation was authorized by resolution adopted by unanimous written consent of the Board of Directors dated May 5, 1992 and by unanimous written consent of shareholders of the corporation dated May 5, 1992.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: May , 1992

LEONARD FEINSTEIN, President

WARREN EISENBERG, Secretary

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CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF BED BATH & BEYOND INC.

(UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW)

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BED BATH & BEYOND INC.
2. The original Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 5, 1971. It was filed under the original name of B&B TEXTILE CORPORATION.
3. The certificate of incorporation of the Corporation is hereby amended by striking out Article SEVENTH thereof and by substituting in lieu of said Article the following new Article SEVENTH:

"SEVENTH: (a) The number of directors comprising the entire Board of Directors shall be fixed from time to time in accordance with the specific provisions of the By-laws of the corporation.

(b) The Board of Directors shall be divided into three classes, each class to be as nearly equal in number as possible. The classes shall be designated as Class A, Class B and Class C. The term of office of the initial Class A directors shall expire at the 1998 annual meeting of shareholders; that of the initial Class B directors at the 1999 annual meeting of shareholders; and that of the initial Class C directors at the 2000 annual meeting of shareholders. At each annual meeting of shareholders, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election. Each director shall be elected by a plurality of votes cast at the annual meeting of shareholders by the holders of shares entitled to vote thereon to serve until his or her respective successor is duly elected and qualified. Except as otherwise provided by law, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible; provided, however, that no decrease in the number of directors shall shorten the term of any incumbent director. Any vacancies in the Board of Directors that occur for any reason prior to the expiration of the term of office of the class in which the vacancy occurs, including vacancies that occur by reason of an increase in the number of

directors, may be filled only by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon or by the Board of Directors of the corporation, acting by the affirmative vote of a majority of the remaining directors then in office (even if less than a quorum). A director elected to fill a vacancy shall hold office during the term to which his or her predecessor had been elected and until his or her successor shall have been elected and shall qualify, or until his or her earlier death, resignation or removal.

(c) Notwithstanding anything contained in this Certificate of Incorporation to the contrary, any amendment or modification of this Paragraph SEVENTH, or any amendment or modification of this Certificate of Incorporation that has the effect of amending or modifying this Paragraph SEVENTH, shall require the affirmative vote of the holders of at least 80% of voting power of all the then-outstanding shares of voting stock of the corporation entitled to vote at an election of directors ("Voting Stock"), voting together as a single class.

(d) The provisions of the By-laws of the corporation relating to the Board of Directors and meetings of shareholders may be amended or modified only by (i) the affirmative vote of the holders of at least 80% of voting power of all the then-outstanding shares of Voting Stock, voting together as a single class, or (ii) the affirmative vote of a majority of the total number of directors then in office."

3. The amendment of the certificate of incorporation herein certified was authorized first by vote of the Board of Directors of the corporation and then by the vote of the majority of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have subscribed this document on June 26, 1997, and do hereby affirm, under penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

/s/ Leonard Feinstein

Leonard Feinstein,
President

/s/ Warren Eisenberg

Warren Eisenberg,
Secretary

CERTIFICATE OF CHANGE

OF

BED BATH & BEYOND INC.

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

FIRST: The name of the corporation (hereinafter called the "Corporation") is BED BATH & BEYOND INC.

SECOND: The original Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 5, 1971. It was filed under the original name of B & B TEXTILE CORPORATION.

THIRD: The change in the Certificate of Incorporation effected by this certificate of change is as follows:

To change the post office address to which the Secretary of State of the State of New York shall mail a copy of any process against the Corporation served upon said Secretary of State.

FOURTH: To accomplish the foregoing change, Article SIXTH of the Certificate of Incorporation is hereby stricken out in its entirety, and the following new Article SIXTH is substituted in lieu thereof:

"SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, New Jersey 07083, Attention: Chairman."

FIFTH: The foregoing change was approved by the Board of Directors.

IN WITNESS WHEREOF, we have subscribed our names to this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Date: July 23, 1997

/s/ Leonard Feinstein

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Leonard Feinstein
President

/s/ Warren Eisenberg

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Warren Eisenberg
Secretary

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BED BATH & BEYOND INC.

Under Section 805 of the Business Corporation Law

It is certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BED BATH & BEYOND INC. The name under which the Corporation was originally formed is B & B TEXTILE CORPORATION.

2. The original Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 5, 1971.

3. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article SEVENTH which relates to the election and service term of the Board of Directors and the voting rights of the Board of Directors and shareholders of the Corporation, and substituting in lieu of said Article the following new Article SEVENTH:

"SEVENTH: (a) The number of directors comprising the entire Board of Directors shall be fixed from time to time in accordance with the specific provisions of the By-laws of the Corporation.

(b) At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until his or her successor is elected and qualified.

(c) The vote required for the election of directors by the shareholders shall be the affirmative vote of a "majority of votes cast" (as defined herein), unless the election is contested, in which case directors shall be elected by a plurality of votes cast. An election shall be contested if, as of the record date (or such later date as may be determined by the Board of Directors based on events occurring after the record date, but in no event later than the date the Corporation files its definitive proxy statement with the Securities and Exchange Commission), the number of nominees exceeds the number of directors to be elected. A "majority of votes cast" means that the number of shares voted "for" a director exceeds the number of votes "withheld" or cast "against" that director. Abstentions and broker non-votes shall not constitute votes cast or votes withheld."

4. The Certificate of Incorporation of the Corporation is hereby amended by adding the following new Article EIGHTH which relates to the vote required for shareholder approval to adopt a plan of merger or consolidation in accordance with Section 903 of the Business Corporation Law of the State of New York (the

“Business Corporation Law”), the sale, lease or exchange of all or substantially all of the Corporation’s assets in accordance with Section 909 of the Business Corporation Law, a share exchange in accordance with Section 913 of the Business Corporation Law or a dissolution in accordance with Section 1001 of the Business Corporation Law:

“EIGHTH: The affirmative vote of the shareholders entitled to cast a majority of the votes entitled to be cast shall be required to (i) adopt a plan of merger or consolidation in accordance with Section 903 of the Business Corporation Law, (ii) approve the sale, lease or exchange of all or substantially all of the assets of the Corporation in accordance with Section 909 of the Business Corporation Law, (iii) approve a share exchange in accordance with Section 913 of the Business Corporation Law, (iv) dissolve in accordance with Section 1001 of the Business Corporation Law, or (v) act under any successor provision to the foregoing provisions of the Business Corporation Law.”

5. The amendment of the Certificate of Incorporation herein certified was authorized first by vote of the Board of Directors of the Corporation and then by the affirmative vote of the holders of at least 80% of voting power of all of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 30th day of June, 2009.

BED BATH & BEYOND INC.

/s/ Steven H. Temares

Steven H. Temares

Chief Executive Officer