



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

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 2018 DEC 13 PM 2:11

**Application for Articles of Merger**

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,  
 Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

# 15908

Pursuant to the provisions of RIGL Z, the undersigned entities submit the following Articles of Merger  or Consolidation  for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES			
a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:			
ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
	<b>Larami Limited</b>	Corporation	Delaware
b. The laws of the state under which each entity is organized permit such merger or consolidation.			
c. The full name of the surviving entity is:			
<b>Hasbro, Inc.</b>			
which is to be governed by the laws of the state of:			
<b>Rhode Island</b>			
d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation <b>MUST</b> be attached.			
e. If the surviving entity's name has been amended via the merger, please state the new name:			
<b>N/A</b>			
f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:			
<b>N/A</b>			

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: [www.sos.ri.gov](http://www.sos.ri.gov)

**FILED**

DEC 13 2018  
 BY 1554Z  
 2:11

g Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (see instructions) \_\_\_\_\_

**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL 7-1.2.**

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL 7-1.2, with respect to dissenting shareholders.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is:

Larami Limited

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

N/A

c. As required by RIGL 7-1.2-1003, the corporation has paid all fees and taxes.

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL 7-6.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such nonprofit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL 7-13.**

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

N/A

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

**Larami Limited**

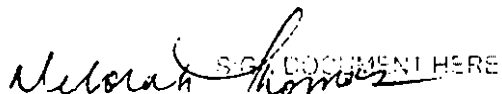
Type or Print Name of Person Signing

**Deborah Thomas**

Title of Person Signing

**EVP, Chief Financial Officer**

Signature

 SIGN DOCUMENT HERE

Date

12-13-18

Type or Print Name of Person Signing

**Tarrant Sibley**

Title of Person of Signing

**SVP, Chief Legal Officer & Corp. Secretary**

Signature

 SIGN DOCUMENT HERE

Date

12-13-18

Type or Print Entity Name

**Hasbro, Inc.**

Type or Print Name of Person Signing

**Deborah Thomas**

Title of Person Signing

**EVP, Chief Financial Officer**

Signature

 SIGN DOCUMENT HERE

Date

12-13-18

Type or Print Name of Person Signing

**Tarrant Sibley**

Title of Person Signing

**SVP, Chief Legal Officer & Corp. Secretary**

Signature

 SIGN DOCUMENT HERE

Date

12-13-18

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

Form 610 - Revised: 10/2018

# LARAMI LIMITED

## Unanimous Written Consent of the Board of Directors in Lieu of a Meeting

December 13, 2018

We, the undersigned, being all of the members of the Board of Directors of Larami Limited, a Delaware corporation (the "Company"), and acting pursuant to Section 141 (f) and Section 253 of the General Corporation Law of the State of Delaware, hereby consent to and adopt the following resolution without a meeting with the same force and effect as if such resolution had been taken at a duly called and held meeting of the Board of Directors and direct that this action be filed with the records of the Company.

### Merger

**RESOLVED**, that this Board of Directors deems it desirable and in the best interests of the Company that it merge with and into Hasbro, Inc., a Rhode Island corporation; and

### **FURTHER**

**RESOLVED**, that the Company be and hereby approves the Plan and Agreement of Merger, in substantially the form attached hereto as Exhibit A, pursuant to which the Company will be merged with and into Hasbro, Inc., with Hasbro, Inc. being the survivor corporation after the merger (the "Merger"); and

### **FURTHER**

**RESOLVED**, that the merger shall become effective on the date of filing with the Delaware Secretary of State; and

### **FURTHER**

**RESOLVED**, that the appropriate officers of the Company be and each of them acting singly hereby is authorized in the name and on behalf of the Company and under its corporate seal, if desired, attested by an appropriate officer, if desired, to execute, make oath to, acknowledge and deliver any and all additional documents, agreements, certificates and other instruments, and to take any and all other action as they, or any one of them, deem necessary or advisable in order to effectuate the merger contemplated by the foregoing resolutions;

### **FURTHER**

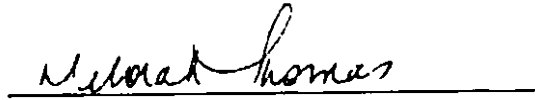
**RESOLVED**, that any and all actions previously taken by the Company or any of its directors or officers in connection with the actions contemplated by the foregoing resolutions hereby are

adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors in Lieu of a Meeting as of the date first above written.

A handwritten signature in black ink, appearing to read "Brian Goldner", written over a horizontal line.

By: Brian Goldner, Director

A handwritten signature in black ink, appearing to read "Deborah Thomas", written over a horizontal line.

By: Deborah Thomas, Director

A handwritten signature in black ink, appearing to read "Tarrant Sibley", written over a horizontal line.

By: Tarrant Sibley, Director

**PLAN AND AGREEMENT OF MERGER OF  
LARAMI LIMITED  
WITH AND INTO  
HASBRO, INC.**

1. The name of the subsidiary company to be merged is Larami Limited which is a Delaware Corporation (hereinafter referred to as "Larami Limited"). Whereas Larami Limited is a wholly-owned subsidiary of Hasbro, Inc., a Rhode Island corporation (hereinafter referred to as "Hasbro, Inc." and sometimes referred to as the "surviving corporation"). The merger of the subsidiary company with and into Hasbro, Inc. is hereinafter referred to as the "Merger."

2. The surviving corporation shall continue its existence as a corporation organized under the laws of the State of Rhode Island.

3. The effective date of the Merger ("Effective Date") shall be upon the date of filing.

4. At the Effective Date:

(a) The subsidiary company shall be merged with and into the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of Rhode Island and the General Corporation Laws of the State of Delaware.

(b) The separate existence of the subsidiary company shall cease, and all actions thereafter taken shall be taken in the name of the surviving corporation.

(c) No cash or other consideration shall be paid or delivered for the shares of the subsidiary company, the shares of the subsidiary company shall not be converted in any manner, and the shares in the subsidiary company shall be surrendered and canceled.

(d) The Articles of Incorporation and By-Laws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law.

(e) The then directors and officers of Hasbro, Inc. shall continue as directors and officers of the surviving corporation and shall hold office until their respective successors are elected in accordance with the By-Laws of the surviving corporation.

(f) The surviving corporation shall possess all of the rights, privileges, immunities and franchises of a public as well as of a private nature, of the subsidiary company;

and all of the property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due to the subsidiary company shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed. The title to any real estate, or any interest therein, vested in the subsidiary company shall not revert or in any way be impaired by the Merger.

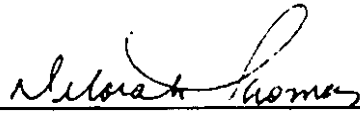
(g) The surviving corporation shall assume and be responsible and liable for all the liabilities and obligations of the subsidiary company; and any claim existing or action or proceeding pending by or against the subsidiary company may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in place of the subsidiary company. Neither the rights of creditors nor any liens upon the property of the subsidiary company shall be impaired by the Merger.

(h) The identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Hasbro, Inc. shall continue unaffected and unimpaired by the Merger.

5. The surviving corporation shall pay all the expenses of carrying this Agreement of Merger into effect and of accomplishment of the Merger.

[This space intentionally left blank]


**HASBRO, INC.**

By: 

Name: Deborah Thomas

Title: Executive Vice President, Chief Financial Officer

**LARAMI LIMITED**

By: 

Name: Deborah Thomas

Title: Executive Vice President, Chief Financial Officer





State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

December 13, 2018 02:11 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

