

Filing Fee: See Instructions

ID Number: 15908



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Hasbro, Inc.

(Insert full name of surviving or new entity on this line.)

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R.I. DEPT. OF STATE  
BUS SVCS DIV  
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SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- 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:

Name of entity	Type of entity	State under which entity is organized
HZKI Holdings, LLC	Limited Liability Company	Delaware
MIC Holdings LLC	Limited Liability Company	Delaware
VI Holdings LLC	Limited Liability Company	Delaware
Hasbro, Inc. #15908	Corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is Hasbro, Inc.  
which is to be governed by the laws of the state of Rhode Island

- 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 (**Attach Plan of Merger or Consolidation**)

- e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

- 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:

N/A

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- 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 Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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BY CL 315560

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 HZKI Holdings, LLC, MIC Holdings LLC, VI Holdings LLC
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) N/A

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- 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 non-profit 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.

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**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- 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.

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**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.

HZKI Holdings, LLC, MIC Holdings LLC, VI Holdings LLC

Print Entity Name

By: <u>Nicholas Thomas</u>	<u>EVP, Chief Financial Officer</u>
Name of person signing	Title of person signing
By: <u>Barbara King</u>	<u>EVP, Chief Legal Officer &amp; Corporate Secretary</u>
Name of person signing	Title of person signing

Hasbro, Inc.

Print Entity Name

By: <u>Nicholas Thomas</u>	<u>EVP, Chief Financial Officer</u>
Name of person signing	Title of person signing
By: <u>Barbara King</u>	<u>EVP, Chief Legal Officer &amp; Corporate Secretary</u>
Name of person signing	Title of person signing

**PLAN AND AGREEMENT OF MERGER OF  
HZKI HOLDINGS, LLC  
MIC HOLDINGS LLC  
AND  
VI HOLDINGS LLC  
WITH AND INTO HASBRO, INC.**

1. The names of the subsidiary companies to be merged are HZKI Holdings, LLC, MIC Holdings LLC and VI Holdings LLC, all of which are Delaware limited liability companies (hereinafter referred to as the "subsidiary companies"). All of which are wholly owned subsidiaries 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 companies 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 companies 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 Delaware Limited Liability Company Act of the State of Delaware.

(b) The separate existence of the subsidiary companies 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 membership interests, subsidiary companies, the membership interests of the subsidiary companies shall not be converted in any manner, and the membership interests in the subsidiary companies 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 companies; 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 companies 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 companies shall not revert or in any way be impaired by the Merger.

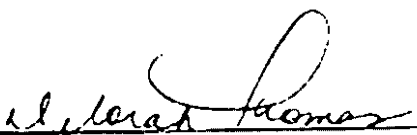
(g) The surviving corporation shall assume and be responsible and liable for all the liabilities and obligations of the subsidiary companies; and any claim existing or action or proceeding pending by or against the subsidiary companies may be prosecuted as if the Merger had not taken place, or the surviving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

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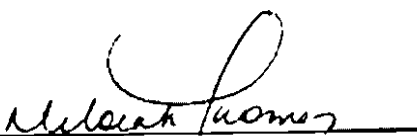
**HASBRO, INC.**

By: 

Name: Deborah Thomas

Title: Executive Vice President, Chief Financial Officer

**HZKI HOLDINGS, LLC**

By: 

Name: Deborah Thomas

Title: Executive Vice President, Chief Financial Officer


**MIC HOLDINGS LLC**

By: 

Name: Deborah Thomas

Title: Executive Vice President, Chief Financial Officer

**VI HOLDINGS LLC**

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:

October 23, 2017 02:35 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

