

State of Rhode Island and Providence Plantations
See Restated
Articles of Incorporation

February 9th 1962

WE, the undersigned officers of

HASSENFELD BROS. INC.,

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Central Falls,
in said State, on the 2nd day of January, A. D. 1962,
the following amendment(s) to the Articles of Association (or Charter) was (or were)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:— by an affirmative vote of the holders of more than two-
thirds of the preferred stock issued and outstanding, and by the affirmative unani-
mous vote of the holders of all of the Class A Common stock issued and outstand-
ing, and by the affirmative unanimous vote of the holders of all of the Class B
Common stock issued and outstanding, which said votes amend Article FIRST
through Article SEVENTH, both inclusive, of the Articles of Association, as
heretofore amended, and adopts the Consolidated Amended Articles of Association
to consolidate the original Articles of Association and all amendments thereto as
of the date hereof, to read as follows, viz:

~~which said vote amends or adds the following Article (or Articles) to read as follows, viz:~~

"Article No. FIRST: That, Philip C. Jostin, Arthur H. Feiner and Ira Marcus,
and their successors and assigns, hereby constitute a corporation under and by
virtue of, and with all the powers and privileges, and subject to all the duties and
liabilities set forth in Title 7 of the General Laws of 1956, entitled, General
Corporation Law of the State of Rhode Island, and all acts in amendment thereof
and in addition thereto.

"Article No. SECOND: Said corporation shall be known by the name of
HASSENFELD BROS. INC.

Article No. THIRD: Said corporation is formed (as permitted by Sec. 7-2-3 of the General Laws) for the purpose of manufacturing, processing, buying, selling, photographing, printing and/or otherwise dealing in all kinds of toys, novelties, school supplies, games, plastics, pencils, erasers and other articles of a similar nature; manufacturing, processing, buying, selling, photographing, printing and otherwise dealing in other articles of personal property bearing the names, pictures, likenesses and/or reproduction of any toys, novelties, school supplies, games, plastics, pencils, erasers and other articles of a similar nature; to apply for, obtain, register, purchase, lease, or otherwise to acquire and hold, own, use, develop, operate and introduce, and to sell, assign, grant and/or receive licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, patents, labels, patent rights or letters patent of the United States, or of any other country or government, inventions, improvements and processes, whether used in connection or secured under letters patent or otherwise; and generally to engage in any other lawful business, except as hereinafter and/or by law prohibited; and generally to do any and all acts necessary, incident or related to any of the foregoing specific purposes.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:-- (See Sec. 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

(a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;

(b) to sue and be sued in its corporate name;

(c) to have and use a common seal, and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money;

(g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;

(h) to acquire hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere; provided however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

Article No. FOURTH: The principal office of said corporation shall be located in Central Falls, Rhode Island

Article No. FIFTH: The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Two Million Three Hundred Thousand (\$2,300,000.00) Dollars as follows, viz:

Common stock in the amount of Two Million (\$2,000,000.00) Dollars to be divided into two million (2,000,000) shares of the par value of One (\$1.00) Dollar each; and Preferred stock in the amount of Three Hundred Thousand (\$300,000.00) Dollars, to be divided into three thousand (3,000) shares, of the par value of One Hundred (\$100.00) Dollars each.

Such stock may be issued by the corporation as and when the board of directors and/or the stockholders may determine, for cash or for property having a value of not less than the par value of such stock, and stock so issued shall be full-paid and not liable to any further call or assessment, and the holders thereof shall not be liable for any further payments under the provisions of the general corporation law.

The holders of preferred stock and the holders of common stock shall be entitled to dividends only as and when declared by the board of directors, subject, however, to the provisions hereinafter set forth.

The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, dividends at the rate of six (6%) per cent per annum, and no more, payable on such dates as may be fixed from time to time by the board of directors.

The dividends on the preferred stock shall be cumulative, and shall be payable before any dividend on the common stock shall be paid or set apart, so that, if in any year dividends amounting to six (6%) per cent shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock. Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared and shall have become payable, and the accrued dividends for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued dividends, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the board of directors may declare dividends on the common stock, payable then or thereafter, out of any remaining surplus or net profits.

In the event of the liquidation or dissolution of the corporation, the holders of preferred stock shall be entitled to receive the par value of their stock together with accumulated dividends thereon to the date of payment, before the holders of the common stock shall be entitled to receive anything thereon; and after such payment to the holders of preferred stock, the remaining assets of the corporation shall be distributed ratably among the holders of the common stock.

This corporation shall have the right, at any time or from time to time, at its option, to retire the preferred stock, upon ten (10) days notice (mailed to the holders of preferred stock to be retired at their respective addresses as the same appear on the records of the corporation), by a resolution of its board of directors, by paying for each share of preferred stock One Hundred Five (\$105.00) Dollars in cash, plus all unpaid cumulative dividends accrued thereon to the date fixed for such redemption. The board of directors shall have the power to indicate, by resolution, the manner of determining the specific preferred stock to be retired. After the date thus fixed by the board of directors for the redemption of shares of preferred stock, no dividends shall thereafter accumulate on the shares of stock so called, unless the corporation shall fail to pay for the same upon presentment for cancellation.

Except as otherwise specifically provided by law, the voting power of the shares of capital stock in this corporation shall be vested wholly in the holders of the shares of common stock. Preferred stock shall have no voting power whatsoever, except as otherwise specifically provided by law.

The board of directors may authorize the issuance of additional shares of preferred stock and common stock, not exceeding the number of shares authorized, and in the event of the issuance of additional shares as aforesaid, the stockholders shall not have any preemptive right to subscribe for any new stock to be issued by the corporation, in proportion to and/or by virtue of their respective holdings of stock at the time of such issue.

Article No. SIXTH: The period of duration of said corporation shall be perpetual.

Article No. SEVENTH: This corporation may, by by-law, provide for the indemnification and reimbursement of any person (or the personal representatives of any person) who at any time serves or shall have served as director, officer or employee of such corporation or as director, officer or employee of another corporation, the majority of the stock of which is owned by the corporation, whether or not in office at the time, against and for any and all claims and liabilities to which he may be or become subject by reason of such service and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal

or administrative proceedings to which he is made a party by reason of such service, except in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his official duties. The provisions of this article, and of any by-law adopted pursuant hereto, shall not be deemed to exclude any other right or privileges to which such person may be entitled.

Article No. EIGHTH: The power to make, alter and repeal by-laws shall be vested in the Board of Directors.

Article No. NINTH: The corporation may contract for any lawful purpose with one or more of its directors or with any corporation having with it a common director or directors, if the contract is entered into in good faith, if it is approved or ratified by vote of the holders of a majority in interest of its stock or by a majority vote at any meeting of its board of directors excluding any vote by the contracting or common director or directors and if the contracting or common director or directors shall not be necessary for a quorum at the meeting for this purpose. A contract made in compliance with the foregoing provisions shall be voidable by the corporation complying with the said provisions only in case it would be voidable if made with a stranger. A contract not otherwise void or voidable shall not be rendered void or voidable merely because not approved or ratified in accordance with the foregoing provisions.

"Article No. _____

"Article No. _____

[CORPORATE SEAL]

ATTEST:

Mervin Harsfeld

President (or Vice-President).

[Signature]

Secretary (or Assistant Secretary).

State of Rhode Island,
County of Providence . }

In the City _____ of Providence _____
on this *3rd* day of *February*
A. D. 1962, subscribed and sworn to before me.

[Signature]

Notary Public.

BUSINESS

ORIGINAL

CONSOLIDATED
CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

HASSENFELD BROS., INC.

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

N^o 30207

Providence

Feb. 13, 19 62

I Hereby Certify That Hassenfeld Bros., Inc.

has paid into the State Treasury a fee of Nine hundred and Thirty Five Dollars for Increase in Capital Stock

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. DeFawkesley, General Treasurer

Hassenfeld Bros. Inc.

Increase

\$935.00

FEB 13 1962 19