

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2008 JUL -8 AM 11:03

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Charter Realty II, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

55 Pine Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Alfred G. Thibodeau
(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

a partnership *or* a corporation *or* disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

55 Pine Street, Providence, RI 02903

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

FILED

JUL 08 2008

By 12162840

11:03

6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

a. There are two different classes of Membership Interests:

Preferred, which is voting, and Common, which is non-voting

b. Transfer of Membership Interests is restricted

c. Members and Managers are indemnified

7. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. (If you have checked this box, go to item no. 8.)

or

B. The limited liability company is to be managed by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

| <u>Manager</u> | <u>Address</u> |
|----------------|----------------|
| None | |
| | |
| | |
| | |
| | |
| | |

8. The date these Articles of Organization are to become effective, if later than the date of filing, is: **Upon Filing**

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

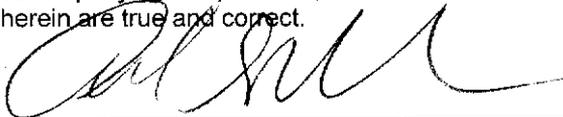
Name and Address of Authorized Person:

Alfred G. Thibodeau, Esq.

55 Pine Street

Providence, RI 02903

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



Date: July 7, 2008

Signature of Authorized Person

**CHARTER REALTY, LLC
55 PINE STREET
2nd FLOOR
PROVIDENCE, RHODE ISLAND 02903
(401) 272-2900
FAX (401) 331-2656**

June 24, 2008

Secretary of State
Corporation Division
148 W. River Street
Providence, RI 02904-2615

RE: Charter Realty II, LLC

Dear Sir or Madam:

Charter Realty, LLC hereby consents to the filing of Articles of Organization by Charter Realty II, LLC, and the use of the name Charter Realty II, LLC by that new limited liability company.

Sincerely


CHARTER REALTY, LLC

By: Alfred G. Thibodeau
Member

/agt

S:\u\wp\charter\sec state 6.24.08.doc