



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$150.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Limited Liability Company
Articles of Organization**

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited liability company is: INSTLL, LLC

ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 76 BASSWOOD AVENUE
City or Town: PROVIDENCE State: RI Zip: 02908

The name of the resident agent at such address is: BRETT LANE

ARTICLE III

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 a corporation disregarded as an entity separate from its member

ARTICLE IV

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

No. and Street: 76 BASSWOOD AVENUE
City or Town: PROVIDENCE State: RI Zip: 02908 Country: USA

ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: Perpetual

ARTICLE VI

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

1) FORMATION

THE PARTIES HEREBY ORGANIZE A LIMITED LIABILITY COMPANY PURSUANT TO THE ACT AND THE PROVISIONS OF THIS AGREEMENT.

THE NAME OF THE COMPANY IS INSTLL, LLC.

THE PURPOSE OF THE COMPANY IS TO CONDUCT LAWFUL BUSINESS TO SUPPORT STRATEGIC LEADERSHIP AND LEARNING IN ORGANIZATIONS, AND PARTICULARLY IN ORGANIZATIONS FOCUSED ON PROMOTING THE PUBLIC WELFARE AND SOCIAL JUSTICE.

THE COMPANY WILL ALSO USE THE PHRASE "INSTITUTE FOR STRATEGIC LEADERSHIP AND LEARNING" TO DESCRIBE ITS PURPOSE AND FOCUS.

2) MEMBERS

THE MEMBERS OF THE COMPANY ARE BRETT LANE.

MEMBERS MAY BE REQUIRED TO MAKE ADDITIONAL CAPITAL CONTRIBUTIONS TO THE COMPANY IF MEMBERS UNANIMOUSLY DETERMINE THAT THE COMPANY REQUIRES ADDITIONAL FUNDING.

ANY MEMBER MAY ADVANCE FUNDS (A LOAN) TO THE COMPANY IF FUNDS ARE DEEMED NECESSARY BY ALL MEMBERS.

ADDITIONAL MEMBERS MAY BE ADMITTED TO THE COMPANY ONLY WITH THE PRIOR WRITTEN CONSENT OF ALL EXISTING MEMBERS.

3) PROFITS, LOSSES, TAX ALLOCATIONS

THE COMPANY'S PROFITS AND LOSSES SHALL BE ALLOCATED TO THE MEMBERS IN PROPORTION TO THEIR RESPECTIVE PERCENTAGE INTEREST IN THE COMPANY.

4) MANAGEMENT OF COMPANY

THE COMPANY SHALL BE CONTROLLED BY ITS MEMBERS, WHO SHALL MANAGE THE OPERATIONS AND AFFAIRS OF THE COMPANY.

DAILY OPERATIONS: THE MEMBERS, BY UNANIMOUS AGREEMENT, MAY DELEGATE RESPONSIBILITY FOR THE DAY-TO-DAY AFFAIRS OF THE COMPANY TO ONE OF ITS MEMBERS.

THE OPERATING MANAGER SHALL HAVE AUTHORITY TO SIGN ON ALL BANK ACCOUNTS OF THE COMPANY.

NO MEMBER SHALL BE LIABLE, RESPONSIBLE OR ACCOUNTABLE IN DAMAGES OR OTHERWISE TO THE COMPANY OR ANY MEMBER FOR ANY ACTION TAKEN OR FAILURE TO ACT ON BEHALF OF THE COMPANY WITHIN THE SCOPE OF THIS AGREEMENT, OR BY LAW, UNLESS SUCH ACT OR AMISSION WAS PERFORMED OR OMITTED FRAUDULENTLY OR IN BAD FAITH OR CONSTITUTED NEGLIGENCE OR WILLFUL MALFEASANCE.

5) MEETINGS

FORMAL MEETINGS OF MEMBERS WILL BE HELD ONCE A MONTH, AT A TIME AND PLACE TO BE DECIDED UPON BY MEMBERS.

THE ANNUAL MEETING WILL BE HELD DURING THE FIRST FULL WEEK OF DECEMBER.

6) DISSOLUTION

THE HAPPENING OF ANY ONE OF THE FOLLOWING EVENTS SHALL DISSOLVE THE COMPANY:

- UNANIMOUS AGREEMENT OF THE MEMBERS

- SALE OF ALL ASSETS OF THE COMPANY

ARTICLE VII

The limited liability company is to be managed by its X Members or Managers (check one)
(If managed by Members, go to ARTICLE VIII)

The name and address of each manager (If LLC is managed by Members, DO NOT complete this section):

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
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ARTICLE VIII

The date these Articles of Organization are to become effective, not prior to, nor more than 30 days after the filing of these Articles of Organization.

Later Effective Date: 10/06/2008

This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.

Signed this 30 Day of September, 2008 at 2:47:59 PM by the Authorized Person.

BRETT LANE

Address of Authorized Signer:

76 BASSWOOD AVENUE

PROVIDENCE, RI 02908

Form No. 400
Revised 09/07



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

