

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

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:
BAREFOOT REALTY, LLC

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

70 Jefferson Boulevard Warwick , RI 02888
(Street Address, **not** P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Richard E. Simms
(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:

406 Maple Avenue, Barrington, RI 02806

(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.

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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:

See Exhibit "A" attached hereto and incorporated herein

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>
JULIE L. BIANCO	15 Sherwood Lane, Barrington, RI 02806

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:

JULIE L. BIANCO
15 Sherwood Lane, Barrington, RI 02806

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: 8-19-09

Julie L Bianco
Signature of Authorized Person

JULIE L. BIANCO

EXHIBIT A

1. The limited liability company may, from time to time, and in conformity with the provisions of the Rhode Island Limited Liability Company Act, distribute to its members, a portion of its assets, in cash or property.

2. No operating manager or officer shall have personal liability to the limited liability company or to its members for monetary damages for breach of such operating manager or officer's duty as a operating manager or officer provided that this provision shall not eliminate or limit the liability of such operating manager or officer: (i) for any breach of the operating manager or officer's duty of loyalty to the limited liability company or to its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §7-16-32 of the Rhode Island Limited Liability Company Act; or (iv) for any transaction from which the operating manager or officer derived an improper personal benefit.

3. The ownership of an interest in the limited liability company is subject to transfer restrictions contained in the limited liability company's operating agreement, copies of which are on file at the registered office of the limited liability company. Such ownership interests in the limited liability company are transferable only upon compliance with said transfer restrictions.