

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:

S&D PONTIAC, LLC

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

115 Woodward Avenue

(Street Address, not P.O. Box)

Narragansett

(City/Town)

, RI **02882**

(Zip Code)

and the name of the resident agent at such address is

Steven Gabellieri

(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:

115 Woodward Avenue

Narragansett, Rhode Island 02882

(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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CORPORATIONS DIVISION

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 Attached Exhibit "A"

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>
Steven Gabellieri	115 Woodward Avenue, Narragansett, Rhode Island 02882
Dinart Serpa	112 Elliot Street, Beverly, Massachusetts 01915

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

Immediately Upon Filing

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

Name and Address of Authorized Person:

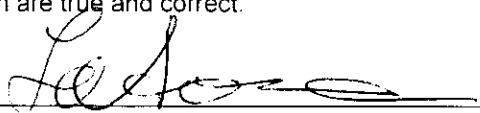
Louis A. Sousa, Esquire

5 Benefit Street

Providence, Rhode Island 02904

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: **September 8, 2009**



Signature of Authorized Person

EXHIBIT "A"

No stockholder shall transfer any of his or her capital stock without par value, except by will or intestacy without first offering the same to the Corporation at the lowest price he or she is willing to sell the same, said offer to be in writing and to include at which a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his or her said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed to the Corporation at its principal place of business. The Corporation through its stockholders shall have fifteen (15) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the Corporation shall reject said offer or if no action shall be taken by the Corporation prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraphs herein. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its stockholders may waive the foregoing provisions with respect to any particular transfer. The Corporation shall comply with Section 1244 of the Internal Revenue Code.

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