



**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: Cold Steel Studios 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: 304 STEERE FARM RD

City or Town: HARRISVILLE

State: RI

Zip: 02830

The name of the resident agent at such address is: GREG BOWSER

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: 304 STEERE FARM RD

City or Town: HARRISVILLE

State: RI

Zip: 02830

Country: US

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:

I) INITIAL OWNERSHIP SHALL BE SPLIT EQUALLY AMONG THE FOUNDING MEMBERS OF THE ORGANIZATAION.

II) TRANSFERS OF OR CHANGES TO OWNERSHP SHALL REQUIRE UNANIMOUS WRITTEN CONSENT OF ALL CURRENT OWNERS. WRITTEN DOCUMENTATION SHOULD BE COPIED AND DISTRIBUTED AMONGST THE OWNERS.

III) PRIOR TO OBTAINING OWNERSHIP, ALL PROSPECTIVE OWNERS SHALL BE REQUIRED TO SIGN CERTAIN AGREEMENTS, INCLUDING, BUT NOT LIMITED TO NON-DISCLOSURE AND NON-COMPETE, WITH ADDITIONAL PROVISIONS BEING SET FORTH BY THE PRESENT OWNERS. IN ORDER FOR THEIR 1/3 SHARE TO BE VALID, THE FOUNDING MEMBERS MUST ALSO SIGN THESE AGREEMENTS. VIOLATION OF ANY WRITTEN OWNERSHIP AGREEMENTS WILL BE HANDLED AT THE DISCRETION OF OTHER OWNERS, AND PENTALY COULD INCDLUE FORFEITURE OF OWNERSHIP.

IV) ALL BUSINESS DECISIONS ARE SUBJECT TO UNANIMOUS APPROVAL OF THE OWNERS.

V) ALL PROFITS MADE BY THE LLC SHALL BE DISTRIBUTED AMONG THE OWNERS ACCORDING TO SHARE PERCENT, EXCEPT WHEN OTHER WRITTEN AGREEMENTS HAVE BEEN MADE WITH UNANIMOUS APPROVAL OF ALL OWNERS.

VI) ANY CHANGES TO THE ABOVE PROVISIONS SHALL REQUIRE UNANIMOUS WRITTEN APPROVAL BY ALL OWNERS. COPIES OF SUCH WRITTEN APPROVAL MUST BE DISTRIBUTED TO ALL OWNERS.

ARTICLE VII

The limited liabilty 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	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country

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:

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 21 Day of October, 2009 at 5:40:33 PM by the Authorized Person.

GREG BOWSER

Address of Authorized Signer:

304 STEERE FARM RD

HARRISVILLE, RI 02830

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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. RALPH MOLLIS

Secretary of State

