

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:

Cheng Realty, LLC +

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

50 Park Row West, Suite 102 Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is James J. Belliveau, Esq, Belliveau & St. Sauveur, LLP  
(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:

Not yet determined.

*(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.

2010 JUN 14 2:24 PM

**FILED**

JUN 14 2010

By

*DS 2:24*  
*120302*

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**

---

---

---

---

---

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.)*

Manager

Address

<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

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:

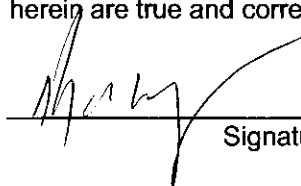
**Brian K. Cheng**

**110 Scituate Avenue**

**Hope, RI 02831**

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: **May 28, 2010**



Signature of Authorized Person

## EXHIBIT A

1. Any action required to be taken at a meeting of Members, or any other action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof.

2. Except for those actions excluded by Section 7-16-21(b)(1), (2) and (3) of the Rhode Island Limited Liability Company Act, any action required or permitted to be taken by vote of the Members may be taken without a meeting on the written consent of less than all of the Members entitled to vote on such action, if the Members that consent would be entitled to cast at least the minimum number of votes which would be required to take the action at a meeting at which all Members entitled to vote on such action are present.

3. No Member shall have personal liability to the Company or to any other Member for monetary damages for breach of such Member's duty as a Member, provided that this provision shall not eliminate or limit the liability of such Member: (i) for any breach of the Member's duty of loyalty to the Company or to the other Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-16-32 of the Rhode Island Limited Liability Company Act; or (iv) for any transaction from which the Member derived an improper personal benefit, unless such transaction was with the informed consent of the other Members.

4. The ownership of the Company is subject to transfer restrictions contained in its Operating Agreement and copies thereof are on file at the registered office of the Company. Membership interests of the Company are transferable only upon compliance with the provisions of said transfer restrictions.



# 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*

