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

**Fee: $150.00**

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(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: J.P. MATRULLO FINANCIAL, 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: 50 PARK ROW WEST
SUITE 111
City or Town: PROVIDENCE State: RI Zip: 02903

The name of the resident agent at such address is: STEPHEN J. DIGIANFILIPPO, ESQ.

### 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 X 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: 10 ORMS STREET
SUITE 410
City or Town: PROVIDENCE State: RI Zip: 02904 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:

6. ADDITIONAL PROVISIONS NOT INCONSISTENT WITH LAW SET FORTH IN THESE ARTICLES OF ORGANIZATION:

I. THE OPERATING AGREEMENT OF THE LIMITED LIABILITY COMPANY (HEREINAFTER REFERRED TO AS THE "COMPANY"), AS ON FILE WITH THE COMPANY'S RESIDENT AGENT AND AS MAY FROM TIME TO TIME BE AMENDED (HEREINAFTER REFERRED TO AS THE "OPERATING AGREEMENT"), PROVIDES THAT NO MANAGER OF THE COMPANY (AND NO MANAGERS AGENTS, PARTNERS, EMPLOYEES, COUNSEL OR AFFILIATE (AS DEFINED IN THE OPERATING AGREEMENT) ) SHALL BE LIABLE, RESPONSIBLE OR ACCOUNTABLE IN MONETARY DAMAGES OR OTHERWISE FOR BREACH OF ANY DUTY PROVIDED FOR IN SECTION 17 OF CHAPTER 7-16 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED (HEREINAFTER REFERRED TO WITHIN THIS EXHIBIT A AS THE "ACT"), OR FOR ANY OTHER ACTION TAKEN OR FAILURE TO ACT ON BEHALF OF THE COMPANY, EXCEPT AS OTHERWISE MAY BE SPECIFICALLY PROVIDED IN THE OPERATING AGREEMENT OR REQUIRED BY SECTION 18 OF THE ACT OR OTHER APPLICABLE LAW.

II. THE OPERATING AGREEMENT ALSO INCLUDES PROVISIONS FOR THE PURPOSE OF INDEMNIFYING AND HOLDING HARMLESS, TO THE FULLEST EXTENT PERMITTED BY THE ACT AND ALL OTHER APPLICABLE LAW, EACH MEMBER OF THE COMPANY; EACH TRANSFEREE OF INTEREST IN THE COMPANY; EACH CURRENT OR FORMER MANAGER OF THE COMPANY; EACH DIRECTOR, OFFICER, AGENT, PARTNER, EMPLOYEE AND COUNSEL OF THE COMPANY; AND THE AFFILIATE OF EACH SUCH PARTY (HEREINAFTER REFERRED TO AS "INDEMNIFIED PARTY").

III. THE MANAGER OR MANAGERS OF THE COMPANY THEREFORE MAY AUTHORIZE THAT AGREEMENTS BE ENTERED INTO WITH EACH INDEMNIFIED PARTY FOR THE PURPOSE OF INDEMNIFYING AND HOLDING HARMLESS EACH INDEMNIFIED PARTY TO THE FULLEST EXTENT PERMITTED BY THE ACT AND ALL OTHER APPLICABLE LAW.

**ARTICLE VII**

The limited liabilty company is to be managed by its __ Members or _X_ 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<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|---|---|---|
| MANAGER | JONATHAN P. MATRULLO | 10 ORMS STREET, STE. 410<br>PROVIDENCE, RI 02904 USA |

**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 26 Day of April, 2012 at 2:00:34 PM by the Authorized Person.**

JONATHAN P. MATRULLO

**Address of Authorized Signer:**
10 ORMS STREET
SUITE 410
PROVIDENCE, RI 02904

Form No. 400
Revised 09/07

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