



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: Cliff Investments, 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: 46 BRIDGHAM FARM ROAD

City or Town: RUMFORD

State: RI

Zip: 02916

The name of the resident agent at such address is: JEREMY S. WEINSTEIN

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: 46 BRIDGHAM FARM ROAD

City or Town: RUMFORD

State: RI

Zip: 02916

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:

A. A MEMBER SHALL NOT BE LIABLE, RESPONSIBLE, OR ACCOUNTABLE, IN DAMAGES OR OTHERWISE, TO ANY OTHER MEMBER OR TO THE LIMITED LIABILITY COMPANY

FOR ANY OMISSION OR ACT PERFORMED BY THE MEMBER WITH RESPECT TO THE LIMITED LIABILITY COMPANY MATTERS, EXCEPT FOR FRAUD, GROSS NEGLIGENCE, OR AN INTENTIONAL BREACH OF THESE ARTICLES OR THE OPERATING AGREEMENT. THE LIMITED LIABILITY COMPANY SHALL INDEMNIFY EACH MEMBER TO THE FULLEST EXTENT PERMITTED FOR ANY LIABILITY ARISING FROM ANY ACTUAL OR ALLEGED OMISSION OR ANY ACTUAL OR ALLEGED ACT PERFORMED BY THE MEMBER WITH RESPECT TO LIMITED LIABILITY COMPANY MATTERS, EXCEPT FOR FRAUD, GROSS NEGLIGENCE, OR AN INTENTIONAL BREACH OF THESE ARTICLES OR THE OPERATING AGREEMENT.

B. ANY ACTION REQUIRED OR PERMITTED BY STATUTE TO BE TAKEN AT AN ANNUAL OR SPECIAL MEETING OF MEMBERS MAY BE TAKEN WITHOUT A MEETING, WITHOUT PRIOR NOTICE AND WITHOUT A VOTE, IF A CONSENT IN WRITING, SETTING FORTH THE ACTION SO TAKEN, IS SIGNED BY THE MEMBERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES THAT WOULD BE NECESSARY TO AUTHORIZE OR TAKE THE ACTION AT A MEETING AT WHICH ALL MEMBERS ENTITLED TO VOTE THEREON WERE PRESENT AND VOTED.

PROMPT NOTICE OF THE TAKING OF THE LIMITED LIABILITY COMPANY ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS WRITTEN CONSENT SHALL BE GIVEN TO MEMBERS WHO HAVE NOT CONSENTED IN WRITING.

C. NO MEMBER OF THE LIMITED LIABILITY COMPANY SHALL BE LIABLE UNDER A JUDGMENT, DECREE OR ORDER OF A COURT, OR IN ANY OTHER MANNER, FOR A DEBT, OBLIGATION OR LIABILITY OF THE LIMITED LIABILITY COMPANY.

D. A MEMBER'S INTEREST IN THE LIMITED LIABILITY COMPANY MAY BE TRANSFERRED OR ASSIGNED TO A THIRD PARTY SUBJECT TO THE RIGHTS AND OBLIGATIONS OF THE OTHER MEMBERS SET FORTH IN THE OPERATING AGREEMENT. IF ALL OF THE OTHER MEMBERS OF THE LIMITED LIABILITY COMPANY OTHER THAN THE MEMBER PROPOSING TO DISPOSE OF SUCH MEMBER'S INTEREST DO NOT APPROVE OF THE PROPOSED TRANSFER OR ASSIGNMENT BY WRITTEN CONSENT AS PROVIDED IN THE OPERATING AGREEMENT, THE TRANSFEREE OF THE INTEREST OF THE MEMBER SHALL HAVE NO RIGHT TO PARTICIPATE IN THE MANAGEMENT OF THE AFFAIRS OR BUSINESS OF THE LIMITED LIABILITY COMPANY (EXCEPT AS MAY BE PROVIDED BY THE OPERATING AGREEMENT) OR TO BECOME A MEMBER OF THE LIMITED LIABILITY COMPANY. SUCH TRANSFEREE SHALL BE ENTITLED TO RECEIVE ONLY THE SHARE OF PROFITS OR OTHER COMPENSATION BY WAY OF INCOME AND THE RETURN OF CONTRIBUTIONS TO WHICH THAT MEMBER WHO TRANSFERRED HIS INTEREST OTHERWISE WOULD BE ENTITLED.

E. THE OPERATING AGREEMENT OF THE LIMITED LIABILITY COMPANY CAN BE ADOPTED, AMENDED, OR REPEALED BY THE VOTE OF THE MEMBERS AS REQUIRED UNDER THE TERMS OF THAT OPERATING AGREEMENT.

F. THE ARTICLES OF ORGANIZATION OF THE LIMITED LIABILITY COMPANY CAN BE ADOPTED, AMENDED, OR REPEALED BY THE VOTE OF THE MEMBERS AS REQUIRED UNDER THE TERMS OF THE OPERATING AGREEMENT, UNLESS A GREATER PERCENTAGE IS REQUIRED BY STATUTE FOR AMENDMENT OF SPECIFIC PROVISIONS OF THESE ARTICLES.

The limited liability 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 First, Middle, Last, Suffix | Address 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 6 Day of August, 2012 at 4:36:42 PM by the Authorized Person.

JEREMY S. WEINSTEIN

Address of Authorized Signer:

46 BRIDGHAM FARM ROAD
RUMFORD, RI 02916

Form No. 400
Revised 09/07

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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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

