



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

Fee: \$50.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Limited Liability Company  
Restated Articles of Organization**

(Section 7-16-12 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the limited liability company is 83 Quicksand, LLC

If the name is changing, state the new name: 83 Quicksand, LLC

**ARTICLE II**

Restated Articles of Organization

I. A MANAGER OF THE LIMITED LIABILITY COMPANY SHALL NOT BE PERSONALLY LIABLE TO THE LIMITED LIABILITY COMPANY OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF ANY DUTY PROVIDED FOR IN SECTION 17 OF THE RHODE ISLAND LIMITED LIABILITY COMPANY ACT AS MAY HEREAFTER BE AMENDED THE ACT EXCEPT FOR I. LIABILITY FOR BREACH OF THE MANAGERS DUTY OF LOYALTY TO THE LIMITED LIABILITY COMPANY OR ITS MEMBERS. II. LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW. III. LIABILITY IMPOSED PURSUANT TOT HE PROVISIONS OF SECTION 32 OF THE ACT OR IV. LIABILITY FOR ANY TRANSACTION FROM WHICH THE MANAGER DERIVED AN IMPROPER PERSONAL BENEFIT UNLESS SAID TRANSACTION WAS WITH THE INFORMED CONSENT OF THE MEMBERS OR A MAJORITY OF THE DISINTERESTED MANAGERS.

II. A. THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS IN THE LIMITED LIABILITY COMPANYS OPERATING AGREEMENT OR THE MANGERS MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH MEMBER MANAGER AGENT OR EMPLOYEE PAST OR PRESENT OF THE LIMITED LIABILITY COMPANY AN INDEMNIFIED PERSON FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

B. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE MEMBERS AND MANAGERS OF THE LIMITED LIABILITY COMPANY BY THE FOREGOING PARAGRAPH A THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS IN THE OPERATING AGREEMENT OR THE MANAGERS MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON FOR THE PURPOSE OF INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

I. THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE LIMITED LIABILITY COMPANY SHALL SUBJECT TO THE PROVISIONS OF THIS ARTICLE SIXTH II B PAY ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS BY REASON OF ANY COVERED ACT

OF THE INDEMNIFIED PERSON.

II. FOR THE PURPOSES OF THIS ARTICLE SIXTH II B WHEN USED HEREIN

1. MANAGERS MEANS ANY OR ALL OF THE MANAGERS OF THE LIMITED LIABILITY COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE MANAGERS

2. LOSS MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE WITHOUT BEING LIMITED TO DAMAGES SETTLEMENTS FINES PENALTIES OR WITH RESPECT TO EMPLOYEE BENEFIT PLANS EXCISE TAXES

3. EXPENSES MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS INCLUDING WITHOUT BEING LIMITED TO LEGAL ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT AND

4. COVERED ACT MEANS ANY ACT OR OMISSION BY THE INDEMNIFIED PERSON IN THE INDEMNIFIED PERSONS OFFICIAL CAPACITY WITH THE LIMITED LIABILITY COMPANY AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE LIMITED LIABILITY COMPANY AS A MEMBER OF THE GOVERNING BODY MANAGER OFFICER EMPLOYEE OR AGENT OF ANOTHER LIMITED LIABILITY COMPANY CORPORATION PARTNERSHIP JOINT VENTURE TRUST OTHER ENTITY OR ENTERPRISE INCLUDING BUT NOT LIMITED TO ANY ENTITIES AND ENTERPRISES WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE LIMITED LIABILITY COMPANY OR EMPLOYEE BENEFIT PLAN.

III. THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED INDEMNIFIED PERSON THE ESTATE HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED INDEMNIFIED PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT INSOLVENT OR BANKRUPT INDEMNIFIED PERSON WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED PERSON AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURED.

IV. ANY OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR TO THE FINAL DISPOSITION OF ANY ACTION SUIT OR PROCEEDING OR ANY APPEAL THEREFROM INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION BY SUCH INDEMNIFIED PERSON OF A COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE V BELOW AND THE FINAL DISPOSITION OF SUCH ACTION SUIT PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.

V. THE OPERATING AGREEMENT PROVISIONS OR AGREEMENTS AUTHORIZED HERBY MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS AND THE LIMITED LIABILITY COMPANY SHALL NOT REIMBURSE FOR ANY EXPENSES IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE LIMITED LIABILITY COMPANY HAS DETERMINED TO HAVE RESULTED FROM: 1. ANY BREACH OF THE INDEMNIFIED PERSONS DUTY OF LOYALTY TO THE LIMITED LIABILITY COMPANY OR ITS MEMBERS. 2. ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVED INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW 3. ACTION CONTRAVENING SECTION 17 OF THE ACT OR 4. A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

The Restated Articles of Organization correctly set forth without change the corresponding provisions of the Articles of Organization as heretofore amended, and supersede the original Articles of Organization and all amendments thereto.

#### ARTICLE IV

Date when these restated articles of organization are to become effective (not prior to, nor more than 30 days after, the filing of these Articles of Amendment): 11/28/2012

#### ARTICLE V

The foregoing restates the Articles of Organization of the limited liability company as heretofore amended, including the amendment(s) to the following provision(s), including, if applicable, a change made in Article I:

If the address of the principal office of the company is changing, so state:

No. and Street: 1004 BOSTON NECK ROAD  
City or Town: NARRAGANSETT State: RI Zip: 02882 Country: USA

If the company duration is changing, so state:  Perpetual

If the company purpose is changing, so state:

If the management of the limited liability company is changing, modify the following section:

Members or  Managers (check one)

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

If there are any other provisions to be amended, so state:

*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 28 Day of November, 2012 at 5:28:16 PM by the Authorized Person.**

THOMAS A. SANTILLI

83 Quicksand, LLC

Form No. 402  
Revised 09/07





# 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*

