

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:

eMagin, LLC +

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

797 Bald Hill Road Warwick , RI 02886  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Joseph J. McGair  
(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:  
27 Preservation Drive

Saunderstown, RI 02874

*(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.

**FILED**

**MAR 27 2013**

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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 attached**

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

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 T. Hainse**

**27 Preservation Drive**

**Saunderstown, RI 02874**

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:

March 25, 2013

  
Signature of Authorized Person

## EXHIBIT A

Additional provisions not inconsistent with law set forth in these Articles of Organization:

1. 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 manager's 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 to the 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 company's operating agreement, or the managers 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.