



**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: Benson Management Group, 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: 120 WAYLAND AVENUE
SUITE 5

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of the resident agent at such address is: AMY E. STRATTON, 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 ☐ 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:

City or Town:

State:

Zip:

Country:

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 WHICH THE MEMBERS ELECT TO HAVE SET FORTH IN

THESE ARTICLES OF ORGANIZATION:

6.1. SECTION 7-16-21 OF THE RHODE ISLAND GENERAL LAWS (1956), AS AMENDED, REGARDING WRITTEN CONSENTS OF MEMBERS IS HEREBY ADOPTED.

6.2. THE COMPANY, OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF, SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON (AND HIS/HER/ HEIRS, ADMINISTRATORS, AND EXECUTORS) WHO SHALL SERVE AT ANY TIME HEREAFTER AS A MEMBER OR MANAGER OF THE COMPANY OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS/ HER HAVING HERETOFORE OR HEREAFTER BEEN A MEMBER OR MANAGER OF THE COMPANY OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM/HER AS SUCH MEMBER OR MANAGER AND SHALL INDEMNIFY EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM/HER IN CONNECTION WITH ANY SUCH CLAIM OF LIABILITY; PROVIDED, HOWEVER, THAT NO SUCH MEMBER OR MANAGER SHALL BE INDEMNIFIED AGAINST OR REIMBURSED FOR ANY EXPENSE INCURRED IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST HIM OR HER THAT THE COMPANY HAS REASONABLY DETERMINED TO HAVE RESULTED FROM: (A) ANY BREACH OF SAID PERSON'S DUTIES OF LOYALTY OR FIDUCIARY DUTIES TO THE COMPANY OR ITS MEMBERS; (B) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE WILLFUL MISCONDUCT, GROSS NEGLIGENCE, OR KNOWING VIOLATION OF LAW; OR (C) A TRANSACTION OR TRANSACTIONS FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED IMPROPER PERSONAL BENEFIT. THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS OF THIS ARTICLE SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE OR SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE COMPANY TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR. THE COMPANY, ITS MEMBERS AND MANAGERS, SHALL BE FULLY PROTECTED IN TAKING ANY ACTION OR MAKING ANY PAYMENT UNDER THIS ARTICLE, OR IN REFUSING SO TO DO, IN RELIANCE UPON THE ADVICE OF COUNSEL.

ARTICLE VII

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	Address
	First, Middle, Last, Suffix	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 21 Day of March, 2014 at 3:56:29 PM by the Authorized Person.

AMY E. STRATTON, ESQ.,

Address of Authorized Signer:

120 WAYLAND AVENUE, SUITE 5
PROVIDENCE, RI 02906

Form No. 400
Revised 09/07

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