

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2014 APR - 1 PM 2: 39
SECRETARY OF STATE
CORPORATIONS DIV

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:

North K3, LLC

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

178 Division Street East Greenwich, RI 02818
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Sheila M. Cooley, Esq.
(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)

[X] 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:

915 North Quiddnesset Road
North Kingstown, RI 02852

(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.

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Form No. 400
Revised: 09/06

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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:

7. Management of the Limited Liability Company (check one only):

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item No. 8 – DO NOT LIST ANY NAMES IN SECTION B.)*

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:

Virginia F. Caldwell

915 North Quidnesset Road
North Kingstown, RI 02852

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 14, 2014

Virginia F. Caldwell

Signature of Authorized Person

David A. Caldwell & Virginia F. Caldwell
915 North Quidnesett Road
North Kingstown, RI

Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615

Re: Consent to similar name

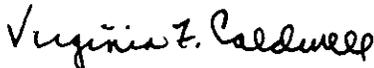
Dear Sir or Madam:

We are the two trustees of the two trusts that are the sole members of North K 2, LLC. We would like to form a second LLC that has a similar name, namely North K 3, LLC. We consent to the creation of such LLC notwithstanding the similar name. The members of the two LLCs will be the same, namely our revocable trusts.

Please feel free to contact our attorney, Sheila M. Cooley, 178 Division Street, East Greenwich, RI 02818 (401-885-7080) if you have any further questions.

Thank you for your assistance in this matter.

Sincerely Yours,


Virginia F. Caldwell
Trustee of the Virginia F. Caldwell Revocable trust


David A. Caldwell
Trustee of the David A. Caldwell Revocable Trust



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

