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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

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SECRETARY OF STATE
CORPORATIONS DIV
2014 AUG -5 PM 12: 21

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:

Liberty Properties, LLC

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

900 Smith Street Providence, RI 02908
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Jill S. Votta
(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 [X] 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:

1542 Main Street, Suite 6, West Warwick, RI 02893

(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

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BY [Signature] 12:21
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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 Exhibit A attached hereto, and made a part hereof.**

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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

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8. The date these Articles of Organization are to become effective, if later than the date of filing, is:

**Immediately Upon Filing**

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:

**Paul D. Long**

**1542 Main Street, Suite 6**

**West Warwick, RI 02893**

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: August 4, 2014

  
\_\_\_\_\_  
Signature of Authorized Person

**EXHIBIT A**

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

**Liberty Properties, LLC**

6. Additional provisions (if any) not inconsistent with law, which the members elect to have set forth in these Articles of Organization:

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 herein be amended (the "Act"), except for:

1. Liability for breach of the manager's duty of loyalty to the Limited Liability Company or its members;
2. Liability for acts or omissions not in good faith or which involve intentional misconduct or knowing the violation of law;
3. Liability imposed pursuant to the provisions of Section 32 of the "Act";
4. 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.