



**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: Verastate Realty, 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: 38 NORTH COURT STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of the resident agent at such address is: RICHARD N. MORNEAU

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: 178 BROADWAY

City or Town: PROVIDENCE

State: RI

Zip: 02903

Country: USA

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:

SECTION 6 OF THE ARTICLES OF ORGANIZATION OF VERASTATE REALTY, LLC:

ADDITIONAL

PROVISIONS NOT INCONSISTENT WITH LAW SET FORTH IN THESE ARTICLES OF

ORGANIZATION:

I. A MANAGING MEMBER OF THE LIMITED LIABILITY COMPANY SHALL NOT BE PERSONALLY LIABLE TO THE LIMITED LIABILITY COMPANY OR TO OTHER 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 MANAGING MEMBER'S DUTY OF LOYALTY TO THE LIMITED LIABILITY COMPANY OR THE OTHER 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 MANAGING MEMBER DERIVED AN

IMPROPER PERSONAL BENEFIT, UNLESS SAID TRANSACTION WAS WITH THE INFORMED

CONSENT OF THE MEMBERS.

II. (A) THE MEMBERS OF THE LIMITED LIABILITY COMPANY MAY INCLUDE PROVISIONS

IN THE LIMITED LIABILITY COMPANY'S OPERATING AGREEMENT, OR THE MANAGING MEMBER

MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH MEMBER, MANAGING MEMBER,

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 MANAGING MEMBER

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 MANAGING MEMBER 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 6.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 6.II(B), WHEN USED HEREIN

(1) "MANAGING MEMBER" MEANS THE MANAGING MEMBER OF THE LIMITED LIABILITY COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE

EXERCISING ANY POWERS NORMALLY VESTED IN THE MANAGING MEMBER;

(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 TAXES.

(3) "COVERED ACT" MEANS ANY ACT DESCRIBED IN ARTICLE 6.I.

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 First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
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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 22 Day of September, 2014 at 8:34:35 AM by the Authorized Person.

RICHARD N. MORNEAU

Address of Authorized Signer:

38 NORTH COURT STREET, PROVIDENCE, RI 02903

Form No. 400
Revised 09/07

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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

