



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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CORPORATIONS DIV
2016 FEB 16 AM 11:40

Articles of Organization
Limited Liability Company
Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16, 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:		
BOTANICA WEDDING FLOWERS, LLC		
2. The name and address of the limited liability company's resident agent in Rhode Island is:		
Name MIRIAM A. ROSS, ESQ.		
Street Address (NOT a P.O. Box) 10 ELMGROVE AVENUE		
City/Town PROVIDENCE	State RHODE ISLAND	Zip Code 02906
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):		
☐ 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:		
Street Address		
City/Town	State	Zip Code
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 RIGL 7-16, unless a more limited purpose or duration is set forth in Section 6 of these Articles of Organization.		

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6. Additional provisions, if any, not inconsistent with law, which the member(s) elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purpose(s) or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

SEE ATTACHMENT

Check this box to indicate attachment ☒

7. The Limited Liability Company is to be managed by:

You **MUST** check one box:

☒ Its member(s) (If you have checked this box, skip to Section 8. **Do not** fill out the chart below.)

☐ One (1) or more manager(s) (If the limited liability company has manager(s) at the time of the filing of these Articles of Organization, state the name and address of each manager below.)

MANAGER	BUSINESS ADDRESS

8. Date when these Articles of Organization will be effective: **CHECK ONLY ONE BOX**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the day of filing) _____

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.

Name of Authorized Person

MIRIAM A. ROSS, ESQ

Address

10 ELMGROVE AVENUE

City/Town

PROVIDENCE

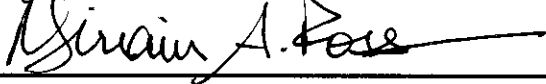
State

RI

Zip Code

02906

Signature of Authorized Person



Date

FEBRUARY 11, 2016

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

EXHIBIT A

Provisions (if any) for the regulation of the internal affairs of the Corporation:

(A) A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (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 43 of the Rhode Island Business Corporation Act, as amended, (the "**Act**"), or (iv) liability for any transaction (other than transactions approved in accordance with Section 37.1 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of the Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

(B) The Directors of the Corporation may include provisions in the Corporation's by-laws, or may authorize agreement to be entered into with each Director, officer, employee or other agent of the Corporation (an "**Indemnified Person**"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its by-laws, or may authorize agreement 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 by-laws or agreements authorized hereby may provide that, subject to the provisions of this Article, the Corporation shall on behalf of an Indemnified Person pay any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with another Indemnified Person or Persons) by reason of any Covered Act of the Indemnified Person.

- (ii) For the purposes of this Article, when used herein
 - (1) “**Directors**” means any or all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;
 - (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, with respect to employee benefit plans, excise taxes;
 - (3) “**Expenses**” means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and
 - (4) “**Covered Act**” means any act or omission of an Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.
- (iii) The by-law provisions or agreement authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.
- (iv) Any by-law provisions or agreement authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to

repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

- (v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation has determined to have resulted from (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its shareholders; (2) acts and omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 43 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 37.1 of the Act) from which the person seeking indemnification derived an improper personal benefit.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

