



**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: CRAFT BEVERAGE INTERNATIONAL, 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: 10 ELMGROVE AVENUE

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of the resident agent at such address is: MIRIAM A. ROSS, 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: 416 BUDLONG ROAD

City or Town: CRANSTON

State: RI

Zip: 02920

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:

6. PROVISIONS (IF ANY) FOR THE REGULATION OF THE INTERNAL AFFAIRS
OF THE COMPANY:

(A) A MEMBER, AS DEFINED IN THE RHODE ISLAND BUSINESS LIMITED LIABILITY COMPANY ACT, AS AMENDED, (THE "ACT") OF THE COMPANY SHALL NOT BE PERSONALLY LIABLE TO THE COMPANY OR ITS MEMBERS FOR MONETARY DAMAGES

FOR BREACH OF THE MEMBER'S DUTY AS A MEMBER, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE MEMBER'S DUTY OF LOYALTY TO THE COMPANY OR ITS 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 7-16-23 OF THE ACT, OR (IV) LIABILITY FOR ANY TRANSACTION (OTHER THAN TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT) FROM WHICH THE MEMBER

DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL

LIABILITY OF THE MEMBERS, THEN THE LIABILITY OF A MEMBER OF THE COMPANY SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED. ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE COMPANY SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OR A MEMBER OF THE COMPANY EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

(B) THE MEMBERS OF THE COMPANY MAY INCLUDE PROVISIONS IN THE COMPANY'S OPERATING AGREEMENT, OR MAY AUTHORIZE AGREEMENT TO BE ENTERED

INTO WITH EACH MEMBER, OFFICER, EMPLOYEE OR OTHER AGENT OF THE COMPANY

(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 MEMBERS OF THE COMPANY

BY THE FOREGOING PARAGRAPH, THE MEMBERS OF THE COMPANY MAY INCLUDE PROVISIONS IN ITS OPERATING AGREEMENT, 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 OPERATING AGREEMENT AUTHORIZED HEREBY MAY PROVIDE THAT, SUBJECT TO THE PROVISIONS OF THIS ARTICLE 6, THE COMPANY 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) "MEMBERS" MEANS ANY OR ALL OF THE MEMBERS OF THE COMPANY OR THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF MEMBERS;

(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 COMPANY AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE COMPANY AS A MEMBER OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER COMPANY, INCLUDING BUT NOT LIMITED TO COMPANIES WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE COMPANY, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE OR EMPLOYEE BENEFIT PLAN.

(III) THE OPERATING 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 OPERATING 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 COMPANY 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 OPERATING AGREEMENT AUTHORIZED HEREBY MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE COMPANY SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE COMPANY HAS DETERMINED TO HAVE RESULTED FROM (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE COMPANY OR ITS MEMBERS; (2) ACTS AND OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; OR (E) ANY ACTION OR TRANSACTION (OTHER THAN ACTS OR TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT) FROM WHICH THE PERSON

SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

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 28 Day of June, 2016 at 11:13:45 AM by the Authorized Person.

JOSHUA W. KARTEN

Address of Authorized Signer:

416 BUDLONG ROAD, CRANSTON, RI 02920

Form No. 400
Revised 09/07

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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

