



**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: BTC of Lincoln, 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: PARTRIDGE SNOW & HAHN LLP  
40 WESTMINSTER ST, SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of the resident agent at such address is: JAMES H. HAHN, 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: 640 GEORGE WASHINGTON HIGHWAY  
BUILDING C, SUITE 202

City or Town: LINCOLN

State: RI Zip: 02865 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:

1. EXCEPT FOR THOSE ACTIONS EXCLUDED BY SECTION 7-16-21(B)(1)(2) AND (3) OF

THE RHODE ISLAND LIMITED LIABILITY COMPANY ACT, ANY ACTION REQUIRED TO BE TAKEN AT A MEETING OF MEMBERS, OR ANY OTHER ACTION WHICH MAY BE TAKEN AT A MEETING OF MEMBERS, MAY BE TAKEN WITHOUT A MEETING IF A CONSENT IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY AT LEAST THE NUMBER OF MEMBERS REQUIRED TO VOTE WITH RESPECT TO THE SUBJECT MATTER THEREOF.

2. NO MEMBER OR OFFICER SHALL HAVE PERSONAL LIABILITY TO THE COMPANY OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF SUCH MEMBER'S OR OFFICER'S DUTY AS A MANAGER OR OFFICER, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH MEMBER OR OFFICER: (I) FOR ANY BREACH OF THE MEMBER'S OR OFFICER'S DUTY OF LOYALTY TO THE COMPANY OR TO ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) UNDER §7-16-32 OF THE RHODE ISLAND LIMITED LIABILITY COMPANY ACT; OR (IV) FOR ANY TRANSACTION FROM WHICH THE MEMBER OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT.

3. THE OWNERSHIP OF THE COMPANY MAY BE SUBJECT TO TRANSFER RESTRICTIONS CONTAINED IN ITS OPERATING AGREEMENT AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF THE COMPANY. MEMBERSHIP INTERESTS OF THE COMPANY ARE TRANSFERABLE ONLY UPON COMPLIANCE WITH THE PROVISIONS OF SAID TRANSFER RESTRICTIONS.

#### 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 21 Day of July, 2016 at 12:27:59 PM by the Authorized Person.**

JAY R. PEABODY, ESQ.

**Address of Authorized Signer:**  
40 WESTMINSTER STREET, SUITE 1100  
PROVIDENCE, RI 02903

Form No. 400  
Revised 09/07

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