



State of Rhode Island and Providence Plantations

**Department of State - Business Services Division**

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**Articles of Organization**

**DOMESTIC 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:  <b>LVR Capital LLC</b>		
2. The name and address of the initial resident agent/office in Rhode Island is: Name <b>Dante J. Giammarco, Esquire</b> Street Address (NOT a P.O. Box) <b>2374 Post Road, Suite 105</b> City/Town <b>Warwick</b> State <b>RHODE ISLAND</b> Zip Code <b>02886</b>		
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): <input type="checkbox"/> partnership or <input type="checkbox"/> a corporation or <input checked="" type="checkbox"/> 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 <b>Not yet determined</b> 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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**FILED**

**MAR 24 2017**

BY 299117

**MAIL TO:**

**Division of Business Services**

148 W. River Street, Providence Rhode Island 02904-2615

Phone: (401) 222-3040

Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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:

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.)

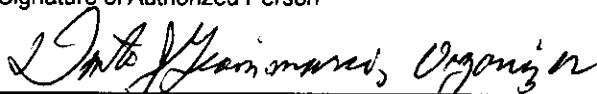
MANAGER	ADDRESS

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 <b>Dante J. Giammarco, Esquire, Organizer</b>		Address <b>2374 Post Road, Suite 105</b>	
City/Town <b>Warwick</b>		State <b>RI</b>	Zip Code <b>02886</b>
Signature of Authorized Person 			Date <b>3/20/2017</b>

**ADDENDUM TO ARTICLES OF ORGANIZATION**  
**OF**  
**LVR CAPITAL LLC**

SIXTH: Additional provisions which the members elect to have set forth in these Articles of Organization:

(a) The company shall have the authority to guarantee any bonds, securities, or evidences of indebtedness created by; or dividends on; or a certain amount per share in liquidation of the capital stock of any corporation or other entity created by this state or by any other state, country, nation, or government, provided such corporation or other entity is formed for purposes similar to the purposes of this company or is engaged in the same or a substantially similar business or transacts business with this company or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this company to carry on the business of a surety or indemnity company.

(b) The company shall have the authority to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the company may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, as may be permitted by law.

(c) The company shall have the authority to promote or assist, financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals, or associations of all kinds, and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

(d) Section 7-16-21 of the Rhode Island General Laws (1956), as amended, regarding written consents of members is hereby adopted.

(e) The company, or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators, and executors) who shall serve at any time hereafter as a member or manager, agent, or employee of the company or any subsidiary or affiliated company thereof from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a member or manager, agent, or employee of the company or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such member or manager, agent, or employee and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own gross negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the company to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The company, its members and managers, employees, and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.