



**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: XOTX 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: 245 WATERMAN STREET
SUITE 109

City or Town: PROVIDENCE State: RI Zip: 02906

The name of the resident agent at such address is: JAMES O. REAVIS

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: CO REAVIS LAW LLC
245 WATERMAN STREET, SUITE 109

City or Town: PROVIDENCE State: RI Zip: 02906 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:

SIXTH: ADDITIONAL PROVISIONS NOT INCONSISTENT WITH LAW SET FORTH IN
THESE ARTICLES OF

ORGANIZATION:

I. A MANAGER OF THE LIMITED LIABILITY COMPANY SHALL NOT BE PERSONALLY
LIABLE TO THE LIMITED
LIABILITY COMPANY OR TO ITS 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 MANAGER'S DUTY
OF LOYALTY TO THE LIMITED LIABILITY 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 32 OF THE ACT OR
(IV) LIABILITY FOR ANY
TRANSACTION FROM WHICH THE MANAGER DERIVED AN IMPROPER PERSONAL
BENEFIT, UNLESS SAID
TRANSACTION WAS WITH THE INFORMED CONSENT OF THE MEMBERS OR A
MAJORITY OF THE
DISINTERESTED MANAGERS.

II. (A) THE MANAGERS MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO ENTER
INTO
AGREEMENTS WITH EACH MEMBER, MANAGER, AGENT OR EMPLOYEE, PAST OR
PRESENT, OF THE
LIMITED LIABILITY COMPANY (EACH, 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 MANAGERS BY THE
FOREGOING PARAGRAPH
(A), THE COMPANY SHALL, SUBJECT TO THE PROVISIONS OF THIS PARAGRAPH (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. FOR THE
PURPOSES OF THIS PARAGRAPH (B), WHEN USED HEREIN:

(1) "MANAGER(S)" MEANS ANY OR ALL OF THE MANAGERS OF THE LIMITED
LIABILITY COMPANY OR
THOSE ONE OR MORE MEMBERS OR OTHER PERSONS WHO ARE EXERCISING ANY
POWERS NORMALLY
VESTED IN THE MANAGERS;

(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 BY THE INDEMNIFIED PERSON IN THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE LIMITED LIABILITY COMPANY AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE LIMITED LIABILITY COMPANY AS A MEMBER OF THE GOVERNING BODY, MANAGER, OFFICER, EMPLOYEE OR AGENT OF ANOTHER LIMITED LIABILITY COMPANY, CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTITY OR ENTERPRISE, INCLUDING, BUT NOT LIMITED TO ANY ENTITIES AND ENTERPRISES WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE LIMITED LIABILITY COMPANY, OR EMPLOYEE BENEFIT PLAN.

(C) THE FOREGOING INDEMNITY OBLIGATION 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.

(D) THE MANAGERS MAY AUTHORIZE THE LIMITED LIABILITY COMPANY TO ADVANCE 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 LIMITED LIABILITY COMPANY IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER PARAGRAPH (E), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.

(E) THE FOREGOING INDEMNITY OBLIGATION MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND

AGAINST ANY LOSS, AND THE LIMITED LIABILITY COMPANY SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE LIMITED LIABILITY COMPANY HAS DETERMINED TO HAVE RESULTED FROM: (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE LIMITED LIABILITY COMPANY OR ITS MEMBERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) ACTION CONTRAVENING SECTION 17 OF THE ACT; OR (4) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE VII

The limited liability company is to be managed by its ___ 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
MANAGER	JENNIFER HYDE	135 NELSON STREET PROVIDENCE, RI 02908 USA

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: 07/06/2017

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 5 Day of July, 2017 at 4:50:37 PM by the Authorized Person.

JENNIFER HYDE, MANAGER

Address of Authorized Signer:
135 NELSON STREET
PROVIDENCE, RHODE ISLAND 02908

Form No. 400
Revised 09/07



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:

July 05, 2017 04:46 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

