

Filing Fee \$150.00

LLC I.D. # 93021
~~01-23-96-20~~

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

OF

R.K. Newport, LLC

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the limited liability company is: R.K. Newport, LLC

SECOND: The name under which it proposes to register and transact business in Rhode Island is: R.K. Newport, LLC

THIRD: It is organized under the laws of: Massachusetts

FOURTH: The date of its organization is: November 19, 1996

FIFTH: The address of the registered office to be maintained in the state or jurisdiction under the laws of which it is organized is: 181 Wells Avenue, Newton, Massachusetts 02159

SIXTH: The mailing address for the limited liability company is: 181 Wells Avenue, Newton, Massachusetts 02159

SEVENTH: The name and address of its resident agent in Rhode Island is: CT Corporation System, 123 Dyer Street, Providence, Rhode Island 02903

EIGHTH: The Secretary of State is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

Dated 12-27, 19 96

FILED

JAN 02 1997

By SS
176084

R.K. Newport, LLC

[Exact Name of Limited Liability Company Making Application]

*By Sabina Katz
Its Sabina Katz, Manager

FORM LLC-11A 2M 9-92

*To be signed in the manner as required by the home state.

R.K. NEWPORT, LLC
CERTIFICATE OF ORGANIZATION

FILED
NOV 21 1996
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), the undersigned hereby certifies as follows:

1. Name of the Limited Liability Company. The name of the limited liability company formed hereby (the "LLC") is R.K. Newport, LLC.

2. Office of the Limited Liability Company. The address of the office of the LLC in the Commonwealth required to be maintained by Section 5 of the Act is 181 Wells Avenue, Newton, Massachusetts 02159.

3. Federal Identification Number. The Federal Identification Number of the LLC has been applied for.

4. Agent for Service of Process. The name and address of the resident agent for service of process for the LLC is Raanan Katz c/o R.K. Newport, LLC, 181 Wells Avenue, Newton, Massachusetts 02159.

5. Date of Dissolution. The LLC is to have no specific date of dissolution.

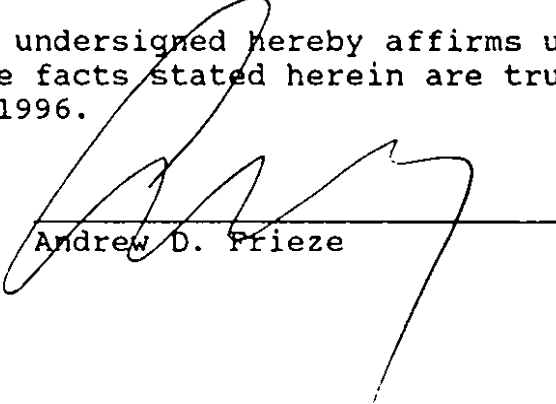
6. Managers. At the time of formation of the LLC, its managers are Raanan Katz, David Katz and Sabra Katz.

7. Execution of Documents. Raanan Katz, David Katz and Sabra Katz are each authorized to execute any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts.

8. Business of the LLC. The general character of the business of the LLC is to purchase, sell, lease, hold, manage, and develop real estate, and to carry on any lawful business, trade, purpose or activity.

9. Execution of Documents Relating to Real Property. Each of Raanan Katz, David Katz and Sabra Katz is authorized to execute, acknowledge, deliver and record any recordable instrument on behalf of the LLC purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the Land Court.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, this 19th day of NOVEMBER, 1996.



Andrew D. Prieze

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19341

COMMONWEALTH OF MASSACHUSETTS

LIMITED LIABILITY COMPANY
(General Laws, Chapter 156C)

Filed this 21st day of Nov

19 96

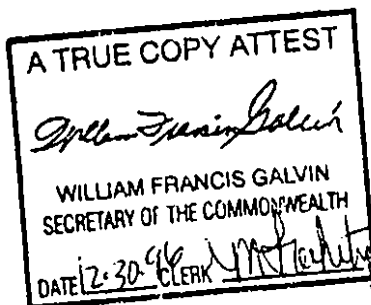
FEE PAID

\$500.00
NOV 21 1996

CASHIERS
SECRETARY'S OFFICE

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH



96 NOV 21 AM 10:15
CORPORATION DIVISION

K. L. Smith

435-3800