



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: RSC Rice Street 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: ADLER POLLOCK & SHEEHAN P.C.
1 CITIZENS PLAZA, 8TH FLOOR

City or Town: PROVIDENCE State: RI Zip: 02903

The name of the resident agent at such address is: MARC A. LEWIN, ESQUIRE

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: 100 HIGGINSON AVENUE

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:

6.1 MEMBERS ARE NOT AGENTS OF THE COMPANY AND HAVE NO AUTHORITY TO BIND THE COMPANY UNLESS THEY ARE ALSO MANAGERS.

6.2 A MANAGER OF THE COMPANY, IF THERE BE ANY, OR A MEMBER ACTING IN THE

CAPACITY OF A MANAGER (IN EITHER CASE, A "MANAGER"), SHALL NOT BE PERSONALLY LIABLE TO THE 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 AMENDED FROM TIME TO TIME (THE "ACT"), EXCEPT FOR LIABILITY OF A MANAGER FOR:

(1) BREACH OF THE MANAGER'S DUTY OF LOYALTY TO THE COMPANY OR ITS MEMBERS;

(2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW;

(3) THE LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF SECTION 32 OF THE ACT RELATING TO WRONGFUL DISTRIBUTIONS; OR

(4) ANY TRANSACTION FROM WHICH THE MANAGER DERIVED AN IMPROPER PERSONAL BENEFIT, UNLESS THE TRANSACTION WAS WITH THE INFORMED CONSENT OF THE MEMBERS OF A MAJORITY OF THE DISINTERESTED MANAGERS.

6.3 THE COMPANY SHALL INDEMNIFY AND ADVANCE EXPENSES TO ANY MEMBER, MANAGER, AGENT, OR EMPLOYEE, PAST OR PRESENT, OF THE COMPANY TO THE SAME EXTENT AS A CORPORATION FORMED UNDER CHAPTER 1.2 OF TITLE 7 OF THE RHODE ISLAND GENERAL LAWS (OR ANY FUTURE RHODE ISLAND FOR-PROFIT BUSINESS CORPORATION ACT) MAY INDEMNIFY ANY OF ITS DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS AND SUBJECT TO THE STANDARDS AND RESTRICTIONS, IF ANY, SET FORTH IN THE OPERATING AGREEMENT FROM TIME TO TIME.

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	ROCK SPOT CLIMBING GROUP, INC.	100 HIGGINSON AVENUE LINCOLN, RI 02865 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:

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 8 Day of March, 2018 at 1:41:33 PM by the Authorized Person.

MARC A. LEWIN, ESQUIRE

Address of Authorized Signer:

ADLER POLLOCK & SHEEHAN P.C.

1 CITIZENS PLAZA

8TH FLOOR

PROVIDENCE, RHODE ISLAND 02903

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:

March 08, 2018 01:39 PM

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

Nellie M. Gorbea
Secretary of State

