



**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: Justify, 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: C/O PARTRIDGE SNOW & HAHN LLP
40 WESTMINSTER STREET, SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of the resident agent at such address is: JOHN J. PARTRIDGE, 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: 21 FREDERICK LANE

City or Town: CUMBERLAND

State: RI

Zip: 02864

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. 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 ALL MEMBERS ENTITLED TO VOTE WITH RESPECT TO THE SUBJECT MATTER THEREOF.

2. NO MANAGER OR MEMBER SHALL HAVE PERSONAL LIABILITY TO THE COMPANY OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF SUCH MANAGER’S DUTY AS A MANAGER OR SUCH MEMBER’S DUTY AS A MEMBER, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH MANAGER OR MEMBER: (I) FOR ANY BREACH OF THE MANAGER’S OR MEMBER’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 MANAGER OR MEMBER DERIVED AN IMPROPER PERSONAL BENEFIT.

3. THE OWNERSHIP OF THE COMPANY IS 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 RESTRICTION.

ARTICLE VII

The limited liability company is to be managed by its Members or X 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 <small>First, Middle, Last, Suffix</small>	Address <small>Address, City or Town, State, Zip Code, Country</small>
MANAGER	ALAN M. ZURA	155 5TH AVENUE SARATOGA SPRINGS, NY 12866 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 June, 2018 at 11:41:53 AM by the Authorized Person.

JOHN J. PARTRIDGE, ESQ.

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

June 08, 2018 11:40 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

