



**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: J&J Qualified Opportunity Fund, 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: 30 FORESTDALE DRIVE

City or Town: CUMBERLAND

State: RI

Zip: 02864

The name of the resident agent at such address is: KIMBERLY I. MCCARTHY

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: 30 FORESTDALE DRIVE

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:

THIS COMPANY IS INTENDED TO QUALIFY AS A QUALIFIED OPPORTUNITY FUND WITHIN THE MEANING OF SECTIONS 1400Z-1 AND 1400Z-2 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND THE REGULATIONS AND GUIDANCE PROMULGATED THEREUNDER.

THIS COMPANY IS FORMED FOR THE PURPOSE OF INVESTING IN QUALIFIED OPPORTUNITY ZONE PROPERTY (OTHER THAN ANOTHER QUALIFIED OPPORTUNITY FUND), AS SUCH TERMS ARE DEFINED IN SECTIONS 1400Z-1 AND 1400Z-2 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND THE REGULATIONS AND GUIDANCE PROMULGATED THEREUNDER.

IT IS INTENDED THAT THE MEMBERS OF THIS COMPANY SHALL BE ELIGIBLE TAXPAYERS WHO CONTRIBUTE ELIGIBLE GAINS IN EXCHANGE FOR MEMBERSHIP INTERESTS IN THE COMPANY, AND THAT MEMBERSHIP INTERESTS IN THE COMPANY CONSTITUTE ELIGIBLE INTERESTS, AS SUCH TERMS ARE DEFINED IN SECTIONS 1400Z-1 AND 1400Z-2 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND THE REGULATIONS AND GUIDANCE PROMULGATED THEREUNDER.

ARTICLE VII

The limited liability company is to be managed by its X 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	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country

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 31 Day of December, 2018 at 5:47:56 PM by the Authorized Person.

KIMBERLY I. MCCARTHY

Address of Authorized Signer:
63 RAWSON ROAD

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:

December 31, 2018 05:47 PM

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

