

Filing Fee: \$150.00

ID Number: 154120



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

06 MAR - 1 PM 3:14

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

SPL Associates, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

55 Dorrance Street, Suite 400

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Orson and Brusini Ltd.

(Name of Agent)

3. 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

or

a corporation

or

disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

110 Byfield Street, Warwick, RI 02888

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

FILED
MAR 01 2006
By [Signature] 9/14/38

6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

see attached addendum

7. The limited liability company is to be managed by:

(Check one box only)

its members *or* by one (1) or more managers

8. If the limited liability company has managers at the time of filing these Articles of Organization, state the name and address of each manager:

<u>Manager</u>	<u>Address</u>
Steven R. Alviti	110 Byfield Street, Warwick, RI 02888
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9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

immediately on filing

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 24, 2006

Signature of Authorized Person
Stephen M. Brusini

ADDENDUM TO ARTICLES OF ORGANIZATION OF

SPL Associates, LLC

6. Additional provisions which the members elect to have set forth in these Articles of Organization:

A. The company shall have the authority to guarantee any bonds, securities, or evidences of indebtedness created by; or dividends on; or a certain amount per share in liquidation of the capital stock of any corporation or other entity created by this state or by any other state, country, nation, or government, provided such corporation or other entity is formed for purposes similar to the purposes of this company or is engaged in the same or a substantially similar business or transacts business with this company or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this company to carry on the business of a surety or indemnity company.

B. The company shall have the authority to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the company may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, as may be permitted by law.

C. The company shall have the authority to promote or assist, financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals, or associations of all kinds, and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

D. Section 7-16-21 of the Rhode Island General Laws (1956), as amended, regarding written consents of members and managers is hereby adopted.

E. The company, or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators, and executors) who shall serve at any time hereafter as a member or manager of the company or any subsidiary or affiliated company thereof from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a member or manager of the company or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such member or manager and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability; provided, however, that no such member or manager shall be indemnified against or reimbursed for any expense incurred in connection with any claim or claims made against him, her, or it that the Company has reasonably determined to have resulted from: (a) any breach of said person's duties of loyalty or fiduciary duties to the Company or its members; (b) acts or omissions not in good faith or which involve willful misconduct, gross negligence, or knowing violation of law; or (c) a transaction or transactions from which the person seeking indemnification derived improper personal benefit. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Company, its members and managers, shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.