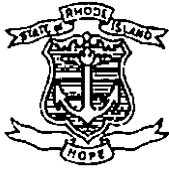


Filing Fee: \$150.00

ID Number: 162822



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

MAR 28 2007

By AKK
1221424

2007 MAR 28 PM 12:14

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 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:

RI Beverage Hill, LLC

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

50 Park Row West, Suite 113

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Rex Capital Advisors, LLC, Attn: Heather Crosby

(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:
c/o Rex Capital Advisors, LLC

50 Park Row West, Suite 113, Providence, RI 02903

(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.

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 continuation sheet

7. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☒ by its members. *(If you have checked this box, go to item no. 8.)*

or

- B. The limited liability company is to be managed ☐ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

Manager

Address

8. The date these Articles of Organization are to become effective, if later than the date of filing, is:

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

Name and Address of Authorized Person:

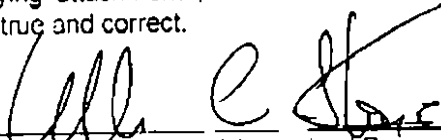
William C. Stone

Outside GC, LLC

176 Federal Street, Boston, MA 02110

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: March 23, 2007


Signature of Authorized Person

RI BEVERAGE HILL, LLC

CERTIFICATE OF ORGANIZATION

CONTINUATION SHEET

Article 6. **Additional Provisions.** No member or manager shall be personally liable to the LLC or its members or other managers for monetary damages for breach of fiduciary duty as a member or manager notwithstanding any provision of law imposing such liability; provided, however, that to the extent provided by applicable law, this provision shall not eliminate the liability of a member or manager for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.