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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

MAY 26 2005

By KMC

C67145

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION  
(To Be Filed In Duplicate)

05 MAY 26 PM 3:01  
SECRETARY OF STATE  
CORPORATIONS DIVISION

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:

Member Select Vacations, LLC

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

10 Weybosset Street

Providence

, RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is CT Corporation

(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:

162 Middle Street

Pawtucket, Rhode Island 02860

5. The limited liability company has the purpose of engaging in any business which a limited partnership may carry on except the provision of professional services as defined in Section 7-5.1-2, 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 attached Exhibit A.**

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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>
Daniel J. Sullivan, Jr.	162 Middle Street, Pawtucket, Rhode Island 02860
John R. Galvin	162 Middle Street, Pawtucket, Rhode Island 02860
Kevin M. Kramich	162 Middle Street, Pawtucket, Rhode Island 02860
Sherrie A. Ryan	110 Royal Little Drive, Providence, Rhode Island 02904
R. Stephen Manty	110 Royal Little Drive, Providence, Rhode Island 02904
William J. Sutherland	110 Royal Little Drive, Providence, Rhode Island 02904

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

**Upon 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: May 26, 2005



Signature of Authorized Person

## **EXHIBIT A**

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 shall have personal liability to the Company or to any Members for monetary damages for breach of such Manager's duty as a Manager, provided that this provision shall not eliminate or limit the liability of such Manager: (i) for any breach of the duty of loyalty to the Company or to the 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 derived an improper personal benefit, unless such transaction was with the informed consent of the other Managers.

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 restrictions.